THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused Parts B and C of this Circular/Statement prior to its issuance as they are exempt documents pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular/Statement, 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/Statement.

HAP SENG PLANTATIONS

Hap Seng Plantations Holdings Berhad (769962-K)

Creating Value Together

PART A
CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

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

AND

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

The above proposed resolutions will be tabled as special business at Hap Seng Plantations Holdings Berhad's 11th annual general meeting ("AGM") to be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 28 May 2018 at 2pm (or the adjournment thereof). The notice of AGM and the form of proxy, are set out in the 2017 annual report of the Company, which is despatched together with this Circular/Statement.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to vote on his/her stead. In such event, the completed proxy form must be lodged at the registered office of the Company at 21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur no later than 48 hours before the appointed time for holding the AGM (or the adjournment thereof). Accordingly, the last day and time for lodging the proxy form is 26 May 2018 at 2pm (or the adjournment thereof). However, lodging of the proxy form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

This Circular/Statement is dated 30 April 2018

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PART A

CIRCULAR TO SHAREHOLDERS OF THE COMPANY IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout Part A of this Circular/Statement:

Act	:	Companies Act 2016
AGM	:	11th annual general meeting of the Company
Board	:	Board of Directors of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CIC	:	Corporated International Consultant
Circular/Statement	:	This circular/statement issued by HSP to its shareholders dated 30 April 2018
Director(s)	:	Shall have the meaning given in section 2(1) of the Capital Markets and Services Act 2007 and for purpose of the Proposed Shareholders' Mandate, the expression shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
Gek Poh	:	Gek Poh (Holdings) Sdn Bhd (20706-X)
Gek Poh Group	:	Gek Poh and its subsidiaries
HSCB	:	Hap Seng Consolidated Berhad (26877-W), the holding company of HSP, which held 424,183,300 shares representing 53.04% of the issued share capital of HSP as at LPD
HSCB Group	:	HSCB and its subsidiaries and associated companies
HSIS	:	Hap Seng Insurance Services Sdn Bhd (21774-X), a wholly-owned subsidiary of Gek Poh
HSP or Company	:	Hap Seng Plantations Holdings Berhad (769962-K)
HSP Group or Group	:	HSP and its subsidiaries
HSP share(s) or share(s)	:	Ordinary share(s) of HSP
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	31 March 2018, being the latest practicable date prior to the printing and despatch of this Circular/Statement
LSH	:	Lei Shing Hong Limited (28253), a company incorporated in Hong Kong
LSH Group	:	LSH and its subsidiaries and associated companies
LSHCL	:	Lei Shing Hong Capital Limited (438542), a company incorporated in Hong Kong and a wholly-owned subsidiary of LSH
LSHI	:	Lei Shing Hong Investment Limited (91301), a company incorporated in Hong Kong and a wholly-owned subsidiary of LSHCL

Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For purpose of this definition, "interest in shares" has the meaning given in section 8 of the Act. For purpose of the Proposed Shareholders' Mandate, Major Shareholder (as defined above) 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 corporation which is the Company's subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.
Mandate Period	:	The period commencing from and inclusive of 28 May 2018, being the date of the forthcoming AGM and expiring upon the conclusion of the next annual general meeting of the Company; or the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or revoked or varied by a resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.
Proposed Shareholders' Mandate		Proposed renewal of and new shareholders' mandate to be obtained from the shareholders of the Company at the forthcoming AGM pursuant to paragraph 10.09 of the Listing Requirements
Recurrent Related Party Transaction(s)	:	Recurrent Transaction(s) which involve(s) the interest, direct and/or indirect, of a Related Party or Related Parties
Recurrent Transaction(s)	:	Transaction(s) of a revenue or trading nature and which are necessary for the day-to-day operations of the Group
Registered Office	:	21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia
Related Party or Related Parties	:	Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
RM and Sen	:	Ringgit Malaysia and Sen respectively, the lawful currency of Malaysia
Tan Sri Lau	:	Tan Sri Datuk Seri Panglima Lau Cho Kun @ Lau Yu Chak
2017 Annual Report	:	Annual report of HSP issued for the financial year ended 31 December 2017

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations. Any reference in Part A of this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in Part A of this Circular/Statement shall be reference to Malaysian time, unless otherwise stated.

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Creating Value Together

Registered Office:

21st Floor, Menara Hap Seng
Jalan P. Ramlee
50250 Kuala Lumpur
Malaysia

30 April 2018

Board of Directors

Tan Sri Ahmad Bin Mohd Don *(Independent Non-Executive Chairman)*
Datuk Simon Shim Kong Yip, JP *(Non-Independent Non-Executive Deputy Chairman)*
Datuk Edward Lee Ming Foo, JP *(Managing Director)*
Mr. Lee Wee Yong *(Executive Director)*
Ms. Cheah Yee Leng *(Executive Director)*
Mr. Au Yong Siew Fah *(Executive Director)*
Tan Sri Abdul Hamid Egoh *(Non-Independent Non-Executive Director)*
Dato' Jorgen Bornhoft *(Independent Non-Executive Director)*
Tuan Haji Mohd Aris @ Nik Ariff Bin Nik Hassan *(Independent Non-Executive Director)*
Datuk Amat Asri @ A.Asrie B.Ab Kadir @ A.Kadir, JP *(Independent Non-Executive Director)*
Mr. Chong Kwea Seng *(Independent Non-Executive Director)*
Mr. Choy Khai Choon *(Independent Non-Executive Director)*

To: Shareholders of the Company

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

1. INTRODUCTION

The Company had at the annual general meeting held on 24 May 2017 obtained a general mandate from the shareholders which authorised the HSP Group to enter into Recurrent Related Party Transactions, based on information set out in the circular to shareholders dated 28 April 2017 ("2017 Circular"). This mandate shall lapse upon conclusion of the forthcoming AGM to be convened on 28 May 2018, unless otherwise renewed.

The Company has on 10 April 2018 announced to Bursa Securities of its intention to seek a renewal of the existing mandate as well as to seek a new mandate from the shareholders to enable the HSP Group to enter into Recurrent Related Party Transactions at any time during the Mandate Period ("Proposed Shareholders' Mandate").

Part A of this Circular/Statement is to provide shareholders with the relevant information on the Proposed Shareholders' Mandate, to set out the Board's recommendation thereof and to seek shareholders' approval on the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Principal business activities of the HSP Group

As at LPD, the principal activity of the Company was investment holding and the principal activities of its subsidiaries are as follows:

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
Jeroco Plantations Sdn Bhd	Malaysia	100	Cultivation of oil palm and processing of fresh fruit bunches
Hap Seng Plantations (River Estates) Sdn Bhd	Malaysia	100	Cultivation of oil palm, processing of fresh fruit bunches and investment holding
Hap Seng Plantations (Kota Marudu) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Pelipikan Plantation Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Edible Oils Sdn Bhd	Malaysia	100	Dormant
Subsidiaries of Hap Seng Plantations (River Estates) Sdn Bhd:			
Hap Seng Plantations (Ladang Kawa) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Plantations (Wecan) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Plantations (Tampilit) Sdn Bhd	Malaysia	100	Cultivation of oil palm

2.2 Class and nature of the Recurrent Related Party Transactions for the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will apply to the Recurrent Related Party Transactions expected to be entered into by the HSP Group with certain degree of frequency during the Mandate Period. Set out below are details of the Recurrent Related Party Transactions:

No.	Type of Transactions	Transacting Parties	Basis [(i)]	Estimated value set out in 2017 Circular (RM'000)	Actual value transacted from 24 May 2017 to LPD (RM'000)	*New estimated value (RM'000)
	REVENUE					
1	Plantation management fee	HSCB Group[2.3(a)]	Agreement/ Forecast	273	203	510
2	Sales of used commercial vehicles	LSH Group[2.3(c)]	Forecast	1,000	688	1,600
		TOTAL		**1,273**	**891**	**2,110**

No.	Type of Transactions	Transacting Parties	Basis [(i)]	Estimated value set out in 2017 Circular (RM'000)	Actual value transacted from 24 May 2017 to LPD (RM'000)	*New estimated value (RM'000)
	EXPENDITURE					
1	Purchase of petroleum products (i.e. petrol, diesel and lubricants)	HSCB Group[2.3(a)]	Forecast	19,500	13,389	19,000
2	Purchase of agricultural fertilizers and chemicals	HSCB Group[2.3(a)]	Forecast	41,200	33,895	40,700
3	Purchase of motor vehicles, spare parts and servicing of motor vehicles	HSCB Group[2.3(a)]	Forecast	3,300	727	2,500
4	Purchase of building materials	HSCB Group[2.3(a)]	Forecast	6,000	1,830	2,500
5	Management fees[(ii)]	HSCB Group[2.3(a)]	Agreement/ Forecast	3,900	3,736	4,600
6	Purchase of stones and sand	HSCB Group[2.3(a)]	Forecast	15,700	9,309	14,700
7	Purchase of tyres and tubes	HSCB Group[2.3(a)]	Forecast	8,400	7,117	8,500
8	Purchase of fresh fruit bunches	HSCB Group[2.3(a)]	Forecast	3,500	2,207	2,700
9	Rental of office space[(iii)]	HSCB Group[2.3(a)]	Agreement/ Forecast	340	333	440
10	Rental of commercial vehicles [#]	HSCB Group[2.3(a)]	Agreement/ Forecast	-	-	3,000
11	Purchase of insurance policies	Gek Poh Group[2.3(b)]	Forecast	4,000	1,508	2,500
12	Purchase of motor vehicles, spare parts and servicing of motor vehicles	LSH Group[2.3(c)]	Forecast	11,900	4,939	13,300
13	Transportation charges[@]	LSH Group[2.3(c)]	Forecast	1,200	508	-
14	Rental of commercial vehicles	LSH Group[2.3(c)]	Agreement/ Forecast	6,000	3,105	7,200
15	Professional fees on consultancy services	CIC[2.3(d)]	Forecast	1,000	318	670
16	Legal fees	Shim Pang & Co[2.3(e)]	Forecast	1,000	-	2,000
		TOTAL		**126,940**	**82,921**	**124,310**

Notes:

* *The new estimated value during the Mandate Period may vary and is subject to changes.*

New Recurrent Transaction not covered in the previous general mandate.

@ *The Company is not seeking renewal of shareholders' mandate for this item.*

(i) *Basis for forecasting the Recurrent Transactions during the Mandate Period in the table above is based on historical record and budget of the respective Recurrent Transactions.*

(ii) *This represents the corporate support services rendered namely corporate management, finance, human resource, information technology, internal audit, corporate planning, legal and compliance.*

(iii) *Details on the location, approximate area and period of the lease of the property rented from the Related Parties:-*

(a) *20th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate total area of 4,065 sq. ft. at RM19,922.50 per month for a lease period of 3 years with effect from 11 January 2017.*

(b) *6th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate total area of 1,000 sq. ft. at RM6,500.00 per month for a lease period of 3 years with effect from 1 February 2018.*

(c) *Ground Floor, Wisma Hap Seng, Mile 1¾, Leila Road, Sandakan, comprising an approximate area of 3,326 sq. ft. at RM4,656.40 per month on month to month basis.*

(d) *8th Floor, Plaza Shell, Kota Kinabalu, comprising an approximate area of 360.67 sq. ft. at RM2,315.50 per month plus other estimated expenses charged on incurred basis.*

(e) *Batu 2, Jalan Kastam Baru, 91119 Lahad Datu, comprising an approximate area of 85 sq. ft. at RM200.00 per month with effect from 1 December 2016 on yearly auto renewal basis.*

As disclosed in the table above, none of the actual value of the Recurrent Related Party Transactions has exceeded the estimated value stated in the 2017 Circular as at LPD by 10% or more.

2.3 Amount due and owing by the Related Parties pursuant to the Recurrent Related Party Transactions

Set out below is the breakdown of the total amount due and owing by the Related Parties under the Recurrent Related Party Transactions which exceeded the credit terms as at the end of the financial year ended 31 December 2017:

	Outstanding Amount from Related Parties as at 31 December 2017
Exceeded credit term for:	**Principal (RM)**
a period of 1 year or less	169,661
a period of more than 1 to 3 years	-
a period of more than 3 to 5 years	-
a period of more than 5 years	-

No late payment charges were imposed by the HSP Group on the abovementioned outstanding amount as the balances were pending reconciliation and would be settled as soon as the reconciliation was completed. As at LPD, the abovementioned outstanding amount has been fully reconciled and settled.

2.4 Details of the Related Parties

Interests of the Related Parties in the Recurrent Related Party Transactions set out in section 2.2 above as at LPD are as follows:

(a) HSCB Group

HSCB is a Major Shareholder holding 424,183,300 shares constituting 53.04% shareholding in the Company.

(b) Gek Poh Group

Gek Poh is a Major Shareholder of the Company by virtue of substantial shareholding in HSCB comprising 54.63% direct shareholding and 6.20% indirect shareholding via HSIS.

Tan Sri Lau is deemed a Major Shareholder of the Company by virtue of his 56% shareholding in Gek Poh, the holding company of HSCB. He is also a director of Gek Poh.

(c) LSH Group

Tan Sri Lau holds 56.00% direct shareholding in Gek Poh and 100.00% direct shareholding in Lead Star Business Limited ("Lead Star"). Gek Poh has an aggregate shareholding of 60.83% in HSCB, comprising 54.63% direct shareholding and 6.20% indirect shareholding via HSIS. Lead Star also holds 37.68% shareholding in LSH. Accordingly, Tan Sri Lau is deemed to have an interest of 50.10% shareholding in LSH comprising 12.42% shareholding held via Gek Poh and 37.68% shareholding held via Lead Star.

(d) CIC

Mr. Chiew Kim Hua, a partner in CIC, is the husband of Ms. Helen Lee Yun Oi, the sister of Datuk Edward Lee Ming Foo, the managing director of the Company. Hence, Mr. Chiew Kim Hua and Ms. Helen Lee Yun Oi are deemed persons connected with Datuk Edward Lee Ming Foo.

(e) Messrs Shim Pang & Co

Datuk Simon Shim Kong Yip is a non-independent non-executive deputy chairman of the Company, he is deemed interested in the Recurrent Transactions by virtue of his interest as a managing partner of Messrs Shim Pang & Co.

2.5 Rationale for the Recurrent Related Party Transactions

The Recurrent Related Party Transactions which are to be entered into by the HSP Group are in the ordinary course of its business. The Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. It is envisaged that in the ordinary course of the business of HSP Group, the transactions between companies in the HSP Group and the Related Parties are likely to occur with certain degree of frequency and it may be impractical to make the requisite announcement to the Bursa Securities or to seek shareholders' approval on a case-to-case basis before entering into such Recurrent Related Party Transactions.

With the Proposed Shareholders' Mandate in place, the Company would not be required to make the requisite announcement to the Bursa Securities or to convene separate general meetings to seek shareholders' approval as and when the Recurrent Related Party Transactions occur. This would substantially reduce administrative time, inconvenience and expenses associated with the release of such announcements or the convening of such meetings on an ad-hoc basis, and allow manpower resources and time to be channeled towards attaining corporate objectives.

Hence, the Board is seeking approval from the shareholders on the Proposed Shareholders' Mandate for the respective Recurrent Related Party Transactions as described in section 2.2 above.

2.6 Benefits of the Recurrent Related Party Transactions

Generally, the Recurrent Related Party Transactions provide the HSP Group with an effective network of support to its operational needs which will enhance the overall business efficacy and effectiveness of the HSP Group. The support and close working relationships between the HSP Group and the Related Parties allow the HSP Group to be more competitive in their core businesses. This is largely contributed by the familiarity and experience of the Related Parties in the requirements of the HSP Group's operations as they have been reliable suppliers, customers, business associates and/or advisers for many years.

2.7 Methods or procedures for determining prices of Recurrent Related Party Transactions

Generally, the prices, terms and conditions of the Recurrent Related Party Transactions are based on market rates, the availability of the amount/resources to be transacted and negotiated on a *willing-buyer willing-seller* basis.

Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain appropriate prices. As such, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparisons, 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.

Where it is impractical or impossible for quotations and/or tenders to be obtained from unrelated third parties, or where there have not been any similar or substantially similar transactions between the HSP Group and the unrelated third parties, the price and terms of the Recurrent Related Party Transactions for the products/services will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not detrimental to the HSP Group.

The following internal review procedures have been established to ensure that the Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

(i) A list of the Related Parties mandated pursuant to the Proposed Shareholders' Mandate will be circulated within the HSP Group;

(ii) A register has been created and will be maintained by the HSP Group to capture notifications of all Recurrent Related Party Transactions which are entered into;

(iii) The shareholding interests of the Related Parties will be monitored continuously. Any changes in the shareholdings of the Related Parties will be duly notified to the respective subsidiary companies;

(iv) A register will be kept by the Company to keep track of the appointment of Directors within the HSP Group and the Major Shareholders of the HSP Group. Additionally, the register will serve to capture the immediate disclosure required from the Directors of the subsidiaries of the Company on any interests in a corporation/partnership which transacts or is expected to transact with the HSP Group.

(v) The respective management team of the subsidiaries of the Company are required to update the Company on a quarterly basis on the Recurrent Related Party Transactions which will be reviewed by the management of the HSP Group; and

(vi) The internal audit plan of HSP Group shall include a critical review of the Recurrent Related Party Transactions entered into pursuant to the Proposed Shareholders' Mandate to ensure that they are transacted on terms and conditions which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders in the light of the circumstances concerned. The Board and the Audit Committee shall review the internal audit reports to ascertain that the review procedures established to monitor the Recurrent Related Party Transactions have been complied with.

2.8 Conditions and the disclosure of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal and shall continue to be in force until:

(a) the conclusion of the next annual general meeting of the Company, at which time the said mandate shall lapse, unless renewed by a resolution passed at the annual general meeting; or

(b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or

(c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier.

The Company will disclose in its annual report the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year which requires a breakdown, amongst others, based on the following information:

(a) the type of the Recurrent Related Party Transactions made; and

(b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

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2.9 Thresholds of Authority

Approving authority for the Recurrent Related Party Transactions is reviewed by the Board from time to time and set out below are the thresholds of authority as at LPD:

	APPROVING LIMIT	APPROVING AUTHORITY
1	Without limit	Approval by any one of the Audit Committee members
2	≤ RM5.0 million for each transaction	Approval by any two of the following: i Managing Director ii Executive Director iii Finance Director iv Chief Executive
3	≤ RM1.0 million for each transaction	Approval by one from Group One and one from Group Two

	Group One		Group Two
i	Managing Director	i	Operation Director
ii	Executive Director	ii	General Manager
iii	Finance Director	iii	Financial Controller
iv	Chief Executive		

Where any Director has interest, direct or indirect, in any Recurrent Related Party Transactions, such Director shall abstain from deliberation and voting on such transactions.

The aforesaid thresholds of authority shall remain in force until otherwise revoked or varied by the Board.

2.10 Statement by the Audit Committee

The Audit Committee of the Company has seen and reviewed the procedures mentioned in section 2.7 above and is satisfied that the procedures are sufficient to ensure that the Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

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

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

Save as disclosed below, none of the other Directors, Major Shareholders and/or persons connected with a Director and/or Major Shareholder have any interests, direct and/or indirect, in the Proposed Shareholders' Mandate:

(a) The direct and/or indirect interests of the interested Major Shareholders of HSP based on the register of substantial shareholders as at LPD are as follows:

Interested Major Shareholders	**Shareholdings in the Company** < ---------- No. of Ordinary shares ---------- >			
	Direct	**%[#]**	**Indirect**	**%[#]**
HSCB	424,183,300	53.04	-	-
Gek Poh [(1)]	-	-	424,183,300[©]	53.04
Tan Sri Lau [(1)]	-	-	424,183,300[^]	53.04

Notes:

[#] *For purpose of computing the percentage of shareholding above, the number of HSP shares used was 799,691,200 which was arrived at after deducting 308,800 treasury shares held by the Company from its issued shares of 800,000,000 ordinary shares as at LPD.*

[©] *Deemed interest by virtue of its substantial interest in HSCB pursuant to section 8 of the Act.*

[^] *Deemed interest by virtue of his substantial interest in Gek Poh pursuant to section 8 of the Act.*

[(1)] *The direct and/or indirect interests of Gek Poh and Tan Sri Lau in HSCB based on the register of substantial shareholders as at LPD are as follows:*

Interest in HSCB	**Shareholdings in HSCB** < ---------- No. of Ordinary shares ---------- >			
	Direct	**% [#]**	**Indirect**	**% [#]**
Tan Sri Lau[@]	-	-	1,840,134,782*****	73.91
Gek Poh	1,360,094,542	54.63	154,364,580[£]	6.20
HSIS	154,364,580	6.20	-	-
LSH	-	-	325,675,660[^]	13.08
LSHCL	-	-	325,675,660[∞]	13.08
LSHI	325,675,660	13.08	-	-

Notes:

[#] *For purpose of computing the percentage shareholding above, the number of HSCB shares used was 2,489,675,583 which was arrived at after deducting 6,000 treasury shares held by HSCB from its issued shares of 2,489,681,583 ordinary shares as at LPD.*

[@] *As at LPD, Tan Sri Lau holds 56.00% direct shareholding in Gek Poh and 100.00% direct shareholding in Lead Star. Lead Star holds 37.68% shareholding in LSH. Accordingly, pursuant to section 8 of the Act, Tan Sri Lau is deemed to have an interest of 50.10% shareholding in LSH comprising 37.68% shareholding held via Lead Star and 12.42% shareholding held via Gek Poh.*

* *Pursuant to section 8 of the Act, Tan Sri Lau is deemed to have interest in 1,360,094,542 HSCB shares constituting 54.63% shareholding in HSCB held by Gek Poh by virtue of his direct substantial interest in Gek Poh and 154,364,580 HSCB shares constituting 6.20% shareholding in HSCB held by HSIS by virtue of his direct substantial interest in Gek Poh as HSIS is a wholly-owned subsidiary of Gek Poh. Tan Sri Lau is also deemed to have interest in 325,675,660 HSCB shares constituting 13.08% shareholding in HSCB held by LSHI by virtue of his deemed substantial interest in LSH, the holding company of LSHI.*

[£] *Pursuant to section 8 of the Act, Gek Poh is deemed to have interest in 154,364,580 HSCB shares constituting 6.20% shareholding in HSCB held by HSIS.*

[^] *Pursuant to section 8 of the Act, LSH is deemed to have interest in 325,675,660 HSCB shares constituting 13.08% shareholding in HSCB held by LSHI via LSHCL, a wholly-owned subsidiary of LSH.*

[∞] *Pursuant to section 8 of the Act, LSHCL is deemed to have interest in 325,675,660 HSCB shares constituting 13.08% shareholding in HSCB held by LSHI.*

(b) The direct and/or indirect interests of the interested Directors and persons connected with an interested Director in the Company as at LPD:

Datuk Edward Lee Ming Foo is the managing director of HSP, HSCB and Gek Poh. Mr. Lee Wee Yong is an executive director of HSP and HSCB, and a director of Gek Poh. Premised on Datuk Edward Lee Ming Foo and Mr. Lee Wee Yong's common directorships in HSP, HSCB and Gek Poh, they are deemed interested in the Recurrent Transactions between the HSP Group, HSCB Group and Gek Poh Group. They are also deemed interested in the Recurrent Transactions between the HSP Group and LSH Group by virtue of Gek Poh being a major shareholder in LSH. Neither Datuk Edward Lee Ming Foo nor Mr. Lee Wee Yong holds any shares, direct and/or indirect, in the Company.

Datuk Simon Shim Kong Yip is a non-independent non-executive deputy chairman of HSP and a non-independent non-executive director of HSCB. He is also a non-executive director of LSH as well as a managing partner of Messrs Shim Pang & Co. Premised on Datuk Simon Shim Kong Yip's common directorships in HSP, HSCB and LSH, and he is a managing partner of Messrs Shim Pang & Co, he is deemed interested in the Recurrent Transactions between the HSP Group, HSCB Group, LSH Group and Messrs Shim Pang & Co. Datuk Simon Shim Kong Yip holds 180,000 shares in the Company.

Mr. Chiew Kim Hua, a partner in CIC, is the husband of Ms. Helen Lee Yun Oi, the sister of Datuk Edward Lee Ming Foo, the managing director of the Company. Hence, Mr. Chiew Kim Hua and Ms. Helen Lee Yun Oi are deemed persons connected with Datuk Edward Lee Ming Foo and Datuk Edward Lee Ming Foo is deemed interested in the Recurrent Transactions between HSP Group and CIC. Neither Mr. Chiew Kim Hua nor Ms. Helen Lee Yun Oi holds any shares, direct and/or indirect, in the Company.

The interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in HSP on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

The interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant board of directors meetings and on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

Further, the interested Major Shareholders and interested Directors have undertaken that they will also ensure that persons connected with them who have interests in the shares in HSP will abstain from voting in respect of their direct and/or indirect shareholdings in HSP on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

4. DIRECTORS' RECOMMENDATION

The Board (save for Datuk Edward Lee Ming Foo, Mr. Lee Wee Yong and Datuk Simon Shim Kong Yip who are interested Directors in relation to the Proposed Shareholders' Mandate and as such, have abstained from expressing an opinion and recommendation in respect thereof), having considered all aspects of the Proposed Shareholders' Mandate and in particular, the rationale and benefits of the Recurrent Related Party Transactions set out in sections 2.5 and 2.6 above, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the HSP Group and shareholders.

Accordingly, the Board (save for the interested Directors) recommends that shareholders vote in favour on the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

5. AGM

The Proposed Shareholders' Mandate for the Recurrent Related Party Transactions will be subject to the approval of the shareholders at the forthcoming AGM to be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 28 May 2018 at 2pm (or the adjournment thereof). The extract of the notice of AGM is enclosed with this Circular/Statement as Appendix III.

If you are unable to attend and vote in person at the forthcoming AGM, you should complete the proxy form as enclosed in the 2017 Annual Report in accordance with the instructions therein and lodge the duly completed form at the Registered Office not less than 48 hours before the appointed time for holding the AGM (or any adjournment thereof). However, lodging of the proxy form will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

6. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I of this Circular/Statement for further information.

Yours faithfully
For and on behalf of the Board
HAP SENG PLANTATIONS HOLDINGS BERHAD

Tan Sri Ahmad Bin Mohd Don
Independent Non-Executive Chairman

PART B

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

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SHARE BUY-BACK STATEMENT

1. INTRODUCTION

Hap Seng Plantations Holdings Berhad ("HSP" or the "Company") had at the annual general meeting held on 24 May 2017, obtained a renewal of authorisation from its shareholders to purchase and/or hold its own shares up to a maximum of 10% of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad ("Bursa Securities"). In accordance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), this authorisation shall lapse upon the conclusion of the 11th annual general meeting of the Company to be convened on 28 May 2018 ("AGM"), unless otherwise renewed.

The Company has on 10 April 2018 announced to Bursa Securities of its intention to seek a renewal of the authorisation from its shareholders for the Company to purchase and/or hold its own shares up to a maximum of 10% of the Company's total number of issued shares ("Proposed Renewal of Share Buy-back Authority").

This statement is to provide the shareholders with the information on the Proposed Renewal of Share Buy-back Authority, to set out the recommendation from the board of directors of the Company (the "Board") and to seek shareholders' approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-back Authority to be tabled at the forthcoming AGM to be held on 28 May 2018 at 2pm (or the adjournment thereof).

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

2.1 The Rationale and Potential Advantage and Disadvantage

The Board is of the opinion that authorising the Company to undertake the purchase of its own shares is in the best interest of the Company. The Proposed Renewal of Share Buy-back Authority, if authorised, may stabilise the supply and demand of the Company's shares and this may have a favourable impact on the share price of the Company. Upon the shares being purchased, the Company could either cancel or retain the shares (all or part thereof) as treasury shares. In the event that the repurchased shares are retained as treasury shares, it will give the Board an option to sell the treasury shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the treasury shares may be distributed as share dividends to shareholders or cancelled as and when the directors deem fit. In addition, the directors of the Company may, at their absolute discretion, be authorised to deal with the treasury shares in any other manner as prescribed by the Companies Act 2016 (the "Act") and the requirements of Bursa Securities and any other relevant authority for the time being.

The proposed purchase of its own shares is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of the Company and of the resultant impact on its shareholders.

The proposed purchase of its own shares will, however, reduce the financial resources of the Company and may result in the Company having to forego any good investment opportunities that may emerge in the future and reduce income derived from depositing funds in interest-bearing instruments.

Nevertheless, the Board will be mindful of the interests of both the Company and its shareholders in implementing the proposed purchase of its own shares.

2.2 The Maximum Number or Percentage of Own Shares to be Purchased

The proposed purchase of its own shares must be undertaken by the Company's appointed stockbroker(s). The Company must not purchase its own shares and/or hold any of its own shares as treasury shares if this would result in the aggregate of the shares so purchased and/or held to exceed 10% of its total number of issued shares. As at 31 March 2018, the total number of issued shares of the Company (inclusive of 308,800 treasury shares) was 800,000,000 ordinary shares.

The authority from the shareholders for the proposed purchase of its own shares would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-back Authority at the AGM and shall continue to be in force until:

(i) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act);or

(iii) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first.

2.3 The Amount of Retained Profits, Source of Funds and Cash Flow Impact

The Listing Requirements stipulate that the proposed purchase of its own shares must be made out of retained profits of the listed company.

The Board therefore proposed to allocate a maximum of up to the retained profits of the Company for the purchase of its own shares subject to compliance with section 127 of the Act and any other prevailing laws, rules, regulations, order, guidelines and requirements issued by the relevant authorities at the time of the purchase. Based on the Company's latest audited financial statements for the financial year ended 31 December 2017, the audited retained profits of the Company was RM187,044,000. The retained profits of the Company in the management account as at 31 March 2018 was RM244,331,000.

The proposed purchase of its own shares will be funded through internally generated funds and/or external borrowings, the proportion of which will depend on the quantum of purchase consideration as well as the availability of internally generated funds and external borrowings, and the repayment capabilities of the Company at the time of purchase. In the event that the proposed purchase of its own shares is to be partly and/or wholly financed by external borrowings, the Board is of the opinion that the Company is capable of repaying such borrowings and that such borrowings is not expected to have any material effect on the cash flow of the Company and its subsidiaries ("HSP Group").

2.4 Shareholding of Directors and Substantial Shareholders

For purpose of illustration, the effect before and after the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority on the direct and indirect shareholdings of the directors and the substantial shareholders and/or persons connected with the directors and/or substantial shareholders of the Company based on the register of directors' shareholdings and the register of substantial shareholders of the Company respectively as at 31 March 2018 are as follows:

	< ---------- No. of ordinary shares held in the Company---------- >							
	< ---------Before the proposed purchase ---------- >				<---------- After the proposed purchase -------- > Assuming 10% of the total number of issued shares was purchased and cancelled			
Directors	Direct	%[1]	Indirect	%[1]	Direct	%	Indirect	%
Tan Sri Ahmad Bin Mohd Don	-	-	-	-	-	-	-	-
Datuk Simon Shim Kong Yip	180,000	0.023	-	-	180,000	0.025	-	-
Datuk Edward Lee Ming Foo	-	-	-	-	-	-	-	-
Lee Wee Yong	-	-	-	-	-	-	-	-
Cheah Yee Leng	31,200	0.004	-	-	31,200	0.004	-	-
Au Yong Siew Fah	168,000	0.021	-	-	168,000	0.023	-	-
Tan Sri Abdul Hamid Egoh	110,000	0.014	-	-	110,000	0.015	-	-
Dato' Jorgen Bornhoft	10,000	0.001	-	-	10,000	0.001	-	-
Tuan Haji Mohd Aris @ Nik Ariff Bin Nik Hassan	590,000	0.074	-	-	590,000	0.082	-	-
Datuk Amat Asri @ A.Asrie B.Ab Kadir @ A.Kadir	1,000	-[4]	-	-	1,000	-[4]	-	-
Chong Kwea Seng	-	-	-	-	-	-	-	-
Choy Khai Choon	-	-	-	-	-	-	-	-

	< ---------- No. of ordinary shares held in the Company ---------- >							
	< ----------Before the proposed purchase ---------- >				< ---------- After the proposed purchase ---------- > Assuming 10% of the total number of issued shares was purchased and cancelled			
Substantial shareholders	Direct	%[1]	Indirect	%[1]	Direct	%	Indirect	%
Hap Seng Consolidated Berhad (HSCB)	424,183,300	53.043	-	-	424,183,300	58.914	-	-
Innoprise Corporation Sdn Bhd	119,978,000	15.003	-	-	119,978,000	16.664	-	-
Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board	69,671,200	8.712	-	-	69,671,200	9.677	-	-
Lembaga Tabung Haji	65,031,300	8.132	-	-	65,031,300	9.032	-	-
Gek Poh (Holdings) Sdn Bhd [2]	-	-	424,183,300	53.043	-	-	424,183,300	58.914
Tan Sri Datuk Seri Panglima Lau Cho Kun @ Lau Yu Chak [3]	-	-	424,183,300	53.043	-	-	424,183,300	58.914

Notes:
(1) *For purpose of computing the percentage of shareholding above, the number of ordinary shares used was 799,691,200 which was arrived at after deducting 308,800 treasury shares held by the Company from its issued shares of 800,000,000 ordinary shares as at 31 March 2018.*
(2) *Deemed interest by virtue of its substantial interest in HSCB pursuant to section 8 of the Act.*
(3) *Deemed interest by virtue of his substantial interest in Gek Poh (Holdings) Sdn Bhd pursuant to section 8 of the Act.*
(4) *Negligible.*

None of the directors or substantial shareholders and/or persons connected with them have any interest, direct and/or indirect, in the Proposed Renewal of Share Buy-back Authority.

3. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Based on the assumption that the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority is carried out in full, the effects of the proposed purchase of its own shares on the share capital, NA, EPS and working capital of the Company are set out below:

3.1 Share Capital

The effect of the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority on the total number of issued shares of the Company assuming the Company purchased and subsequently cancelled up to 80,000,000 ordinary shares representing 10% of the total number of issued shares of the Company as at 31 March 2018 are as follows:

		No. of Ordinary Shares
Total number of issued shares as at 31 March 2018		800,000,000
Less:	Number of ordinary shares to be cancelled pursuant to the proposed purchase of its own shares of up to 10% of the total number of issued shares as at 31 March 2018	80,000,000
Upon completion of the cancellation of the 80,000,000 ordinary shares purchased		720,000,000

However, there will have no effect on the total number of issued shares of the Company if the shares so purchased are to be retained as treasury shares.

3.2 NA per share and EPS

The NA per share of the Company and the HSP Group may increase or decrease, depending on the purchase price of the shares to be purchased by the Company. Should the purchase price exceed the existing NA per share, the NA of the remaining shares should decrease accordingly. Conversely, should the purchase price be lower than the existing NA per remaining share, the resultant NA per share should increase accordingly.

Assuming that the shares purchased under the Proposed Renewal of Share Buy-back Authority are cancelled, the Proposed Renewal of Share Buy-back Authority may increase the EPS of the HSP Group. Similarly, on the assumption that the shares purchased are held as treasury shares and subsequently resold, the extent of the effect on earnings of the HSP Group will depend on the actual selling price and number of treasury shares resold. In the event the shares purchased are held as treasury shares, the effective reduction in the total number of issued shares of the Company pursuant to the Proposed Renewal of Share Buy-back Authority would generally, all else being equal, increase the consolidated EPS of the Company.

3.3 Working Capital

The proposed purchase of its own shares is likely to reduce funds available for working capital purposes of the HSP Group, the quantum of which depends on the purchase price of the shares and the actual number of shares purchased.

4. HISTORICAL SHARE PRICE

The monthly highest and lowest prices of the Company's shares as traded on the Bursa Securities for the preceding 12 months from April 2017 to March 2018 are as follows:

	High RM	Low RM
2017		
April	2.62	2.58
May	2.62	2.56
June	2.61	2.58
July	2.62	2.58
August	2.66	2.59
September	2.68	2.60
October	2.70	2.62
November	2.70	2.56
December	2.58	2.45
2018		
January	2.60	2.53
February	2.63	2.45
March	2.58	2.45

The last transacted price of the Company's shares on 30 March 2018, being the last trading day prior to the printing of this Circular/Statement was RM2.49.

(Source: www.morningstar.com)

5. THE CONSEQUENCES WITH REGARD TO THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016

Based on the shareholdings of the substantial shareholders as at 31 March 2018, if the Proposed Renewal of Share Buy-back Authority is carried out in full, the proposed purchase of its own shares will have no implication to any of the directors, substantial shareholders and/or persons connected to the directors and/or substantial shareholders under the Malaysian Code on Take-Overs and Mergers 2016.

6. PURCHASES MADE IN THE LAST FINANCIAL YEAR

Summary on the Company's shares purchased for the financial year ended 31 December 2017 is set out as follows:

Month (2017)	No. of shares purchased and retained as treasury shares	Lowest price paid per share (RM)	Highest price paid per share (RM)	Average cost per share (RM)	Total cost (RM)
May	2,000	2.60	2.60	2.63	5,250.05
November	2,000	2.58	2.58	2.61	5,210.04
Total	**4,000**	**2.58**	**2.60**	**2.62**	**10,460.09**

During the financial year, all the shares purchased by the Company were retained as treasury shares. Consequently, the cumulative treasury shares held by the Company as at 31 December 2017 were 308,800 shares.

None of the treasury shares has been resold, cancelled and/or distributed during the preceding 12 months.

7. PUBLIC SHAREHOLDING SPREAD OF THE COMPANY

As at 31 March 2018, the public shareholding spread of the Company was approximately 31.81%. Assuming that the Proposed Renewal of Share Buy-back Authority is carried out in full and the shares so purchased were all cancelled, the public shareholding of the Company will be 24.26%. The Board is mindful of the requirement that any purchase of its own shares must not result in the Company's public shareholding spread falling below the minimum 25% of the total number of issued shares of the Company (excluding treasury shares).

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-back Authority and in particular, the rationale thereof as set out in section 2.1 above, is of the opinion that the Proposed Renewal of Share Buy-back Authority is in the best interest of the Company. Accordingly, the Board recommends that shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-back Authority to be tabled at the forthcoming AGM.

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PART C

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

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PART C

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DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout Part C of this Circular/Statement:

Act	:	Companies Act 2016
AGM	:	11th annual general meeting of the Company
Board	:	Board of Directors of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
Circular/Statement	:	This circular/statement issued by HSP to its shareholders dated 30 April 2018
Constitution	:	The constitution of HSP
Director(s)	:	The directors of HSP
HSP or Company	:	Hap Seng Plantations Holdings Berhad (769962-K)
HSP Group or Group	:	HSP and its subsidiaries
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
M&A	:	Memorandum and Article of Association of HSP
Proposed Adoption	:	Proposed adoption of new Constitution of HSP in place of the existing M&A of HSP

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations. Any reference in Part C of this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in Part C of this Circular/Statement shall be reference to Malaysian time, unless otherwise stated.

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HAP SENG PLANTATIONS

Hap Seng Plantations Holdings Berhad (769962-K)

Creating Value Together

Registered Office:

21st Floor, Menara Hap Seng
Jalan P. Ramlee
50250 Kuala Lumpur
Malaysia

30 April 2018

Board of Directors

Tan Sri Ahmad Bin Mohd Don *(Independent Non-Executive Chairman)*
Datuk Simon Shim Kong Yip, JP *(Non-Independent Non-Executive Deputy Chairman)*
Datuk Edward Lee Ming Foo, JP *(Managing Director)*
Mr. Lee Wee Yong *(Executive Director)*
Ms. Cheah Yee Leng *(Executive Director)*
Mr. Au Yong Siew Fah *(Executive Director)*
Tan Sri Abdul Hamid Egoh *(Non-Independent Non-Executive Director)*
Dato' Jorgen Bornhoft *(Independent Non-Executive Director)*
Tuan Haji Mohd Aris @ Nik Ariff Bin Nik Hassan *(Independent Non-Executive Director)*
Datuk Amat Asri @ A.Asrie B.Ab Kadir @ A.Kadir, JP *(Independent Non-Executive Director)*
Mr. Chong Kwea Seng *(Independent Non-Executive Director)*
Mr. Choy Khai Choon *(Independent Non-Executive Director)*

To: Shareholders of the Company

Dear Sir/Madam,

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

The Company had on 10 April 2018 announced to Bursa Securities of its intention to seek Shareholders' approval on the Proposed Adoption.

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

2. DETAILS OF THE PROPOSED ADOPTION

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

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

3. RATIONALE OF THE PROPOSED ADOPTION

The Proposed Adoption is primarily for the purposes of streamlining the Company's existing M&A to be aligned with the Act which came into force on 31 January 2017, the updated provision of the Listing Requirements, and any prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout.

4. EFFECT OF THE PROPOSED ADOPTION

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

5. APPROVAL REQUIRED

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

6. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM

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

7. DIRECTORS' RECOMMENDATION

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

8. AGM

An extract of the notice of AGM containing the special resolution in respect of the Proposed Adoption is enclosed in this Circular/Statement as Appendix III.

If you are unable to attend and vote in person at the forthcoming AGM, you should complete the proxy form as enclosed in the 2017 Annual Report in accordance with the instructions therein and lodge the duly completed form at the Registered Office not less than 48 hours before the appointed time for holding the AGM (or any adjournment thereof). However, lodging of the proxy form will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

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

Yours faithfully
For and on behalf of the Board
HAP SENG PLANTATIONS HOLDINGS BERHAD

Datuk Edward Lee Ming Foo, JP
Managing Director

APPENDIX I - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, save as disclosed below, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the directors do not have any knowledge of any proceedings, pending or threatened, against the Group or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Group:

(a) Hap Seng Plantations (River Estates) Sdn Bhd ("RESB"), the wholly-owned subsidiary of the Company, is the registered and beneficial proprietor of all that parcel of land held under CL095310017, District of Kinabatangan, State of Sabah measuring approximately 6,454 acres ("said Land"). On 16 January 2012, a purported sale and purchase agreement in respect of the said Land was entered into between Mr. Heng Chin Hing @ Wong Chin Hing (NRIC No. H0699157/570811-12-5731) ("HCH") as the purported vendor and Excess Interpoint Sdn Bhd ("EISB") as the purported purchaser ("Purported SPA"). HCH alleged that he is the donee of a power of attorney dated 8 February 1977 allegedly created in respect of the said Land ("Alleged PA"). On the basis of the Purported SPA, EISB entered a private caveat on the said Land on 3 April 2012.

On 23 May 2012, RESB commenced a legal suit ("KL RESB Suit") vide a writ of summon at Kuala Lumpur High Court ("KLHC") against EISB ("1st Defendant") and HCH was added as the second defendant ("2nd Defendant") to the KL RESB Suit on 16 June 2012 .

On 10 August 2012, upon the 1st Defendant's application, the KL RESB Suit was transferred to the High Court of Sabah and Sarawak at Kota Kinabalu ("KKHC"). On 7 April 2016, the Federal Court held that the KLHC has no jurisdiction to transfer a civil suit filed in the High Court of Malaya to the High Court of Sabah and Sarawak. On the basis of such ruling, the KKHC had on 19 April 2016 struck off the KL RESB Suit with no order as to costs.

On 8 April 2016, RESB commenced a fresh legal suit against the 1st and 2nd Defendants through its solicitors in Sabah, Messrs Jayasuriya Kah & Co. in KKHC vide writ of summon no. BKI-22NCvC-39/4-2016 ("KK RESB Suit").

RESB is claiming for the following in the KK RESB Suit:

(i) That RESB be declared as the registered and beneficial owner of the said Land;
(ii) That the Purported SPA be declared null and void;
(iii) That the Alleged PA be declared null and void;
(iv) An injunction restraining the 1st Defendant from:
  (a) effecting any further dealings including but not limited to disposal, assignment, transfer, mortgage, charge, lease, tenancy over the said Land with any third party;
  (b) taking any actions to fulfill the terms and conditions in the Purported SPA; and
  (c) taking any further action to complete the Purported SPA.
(v) An injunction restraining the 2nd Defendant from effecting any steps, actions and/or representations in respect of the Alleged PA;
(vi) Costs of the KK RESB Suit; and
(vii) Such further or other relief as the Court deems fit and just.

Pending the disposal of the KK RESB Suit, the KKHC had on 27 July 2016 granted an interlocutory injunction in favour of RESB pursuant to which the 1st and 2nd Defendants have been restrained from effecting dealings as set out in (iv) and (v) above ("KK Interlocutory Injunction").

On 13 December 2016, the KKHC consolidated the KK RESB Suit and KK Suit upon RESB's application ("Consolidated RESB Suit"). The Consolidated RESB Suit was part heard from 13 to 15 September, 20 to 21 September 2017, 12 and 25 October 2017, 24 November 2017 and 26 to 27 February 2018. The Consolidated RESB Suit has been fixed for continued hearing from 23 to 27 April 2018.

The Company has been advised by Messrs Jayasuriya Kah & Co., that RESB has good grounds to succeed in the KK RESB Suit.

(b) Chee Ah Nun @ Sia Yi Chan (NRIC No. 550808-12-5663) ("SYC" or the "Plaintiff") has filed a separate legal suit against RESB in respect of the said Land in KKHC vide originating summon No. BKI-24-127/5-2012, and the same was served on RESB on 11 June 2012 ("KK Suit").

The KK Suit is premised on a purported deed of appointment of substitute by attorney dated 24 June 2010 ("Alleged Deed of Substitute") allegedly executed by HCH pursuant to which HCH had allegedly divested to SYC all his interests or claims on the said Land pursuant to the Alleged PA.

SYC is claiming for the following in the KK Suit:

(i) that by virtue of the Alleged PA, RESB had allegedly divested its ownership and all interests or claims to the said Land to HCH;
(ii) that pursuant to the Alleged Deed of Substitute, SYC is the beneficial owner and has rights to take possession of the said Land;
(iii) an order that RESB forthwith deliver vacant possession of the said Land to SYC free of encumbrances with all fixtures and crops planted thereon;
(iv) an injunction restraining RESB, its servants and/or employees or agents from harvesting crops on the said Land or removing anything thereon and/or otherwise from doing anything or interfering with SYC's rights thereon;
(v) costs of the KK Suit; and
(vi) such further or other relief as the Court deems fit and just.

On 27 July 2016, the KKHC, upon application of RESB, granted an order converting the KK Suit from an originating summon to a writ action. On 13 December 2016, the KKHC consolidated the KK RESB Suit and KK Suit upon RESB's application ("Consolidated RESB Suit").

The Consolidated RESB Suit was part heard from 13 to 15 September, 20 to 21 September 2017, 12 and 25 October 2017, 24 November 2017 and 26 to 27 February 2018. The Consolidated RESB Suit has been fixed for continued hearing from 23 to 27 April 2018.

The Company has been advised by its solicitors, Messrs Jayasuriya Kah & Co., that the KK Suit is unlikely to succeed.

(c) Pelipikan Plantation Sdn Bhd ("PPSB"), the wholly-owned subsidiary of the Company is the registered sub-lessee of all those 251 pieces of land measuring approximately 1,364.91 hectares situated in Kg. Natu in the district of Kota Marudu, Sabah ("Pelipikan Sub-Leased Lands").

A writ of summon was filed on 7 August 2014 in the High Court of Sabah & Sarawak at Kota Kinabalu ("KKHC") vide suit no. BKI-22NCvC66/8-2014 ("First Suit") by 94 natives of Sabah ("First Suit Plaintiffs") claiming interest and ownership, legal and beneficial, in respect of 113 titles which form part of the Pelipikan Sub-Leased Lands ("First Suit Disputed Titles") against one Hatija Binti Hassan as the first defendant, one Juniah @ Rubiah Bt. Okk Zainal as second defendant and PPSB as the third defendant. Pursuant to a consent order ("said Consent Order") recorded before the KKHC on 15 May 2015, the First Suit was struck off with no order as to costs.

PPSB was informed by its solicitors, Messrs Shim Pang & Co. on 20 April 2017 that it has been served with a writ of summon filed in KKHC vide suit no. BKI-22NCvC51/4-2017 ("Second Suit") by 70 natives of Sabah, who form part of the First Suit Plaintiffs ("said Plaintiffs") claiming legal and beneficial ownership in respect of 86 titles, which form part of the First Suit Disputed Titles ("said 86 Titles"). The said Plaintiffs named one Sugumar Balakrishnan as the first defendant, Sugumar & Co (Firm) as the second defendant, Hatija Binti Hassan as the third defendant, Juniah @ Rubiah Bt. Okk Zainal as the fourth defendant and PPSB as the fifth defendant. The first and second defendants were the solicitors acting for the First Suit Plaintiffs in the First Suit.

In the Second Suit, the said Plaintiffs alleged, inter alia that the said Consent Order was fraudulently obtained by their previous solicitors, i.e. the first and second defendants without the informed consent and/or instruction of the First Suit Plaintiffs.

The said Plaintiffs are claiming for the following reliefs in the Second Suit:

(i) a declaration that the said Consent Order was null and void and of no effect;
(ii) a declaration that all acts, actions, proceedings including land enquiry proceedings, decisions, dealings and/or transactions with the said 86 Titles and any consequential matters relying on or consequential to the said Consent Order are invalid, null and void;
(iii) an order that the said Consent Order be set aside;
(iv) an order that the First Suit shall continue and proceed to trial;
(v) in the alternative, damages against the first and second defendant in the Second Suit jointly and severally to be assessed;
(vi) costs to the said Plaintiffs; and
(vii) such further or other relief as the KKHC deems fit and just.

The Company has been advised by its solicitors that the Second Suit is unlikely to succeed.

3. MATERIAL CONTRACTS

The material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company and/or its subsidiaries during the two years immediately preceding the date of this Circular/Statement are as follows:

On 21 February 2018, the Company entered into the following agreements in connection with the proposed acquisition of 1,280,194,500 ordinary shares in Kretam Holdings Berhad ("KHB") ("KHB Shares"), representing approximately 55% equity interest in KHB for a cash consideration of RM1,177,778,940 or RM0.92 per KHB Share ("Proposed Acquisition"):

(i) conditional share sale agreement with Datuk Lim Nyuk Sang @ Freddie Lim for the purchase of 779,336,900 KHB Shares, representing approximately 33.5% equity interest in KHB, for a cash consideration of RM716,989,948 ("SSA 1"); and

(ii) conditional share sale agreement with Santraprise Sdn Bhd for the purchase of 500,857,600 KHB Shares, representing approximately 21.5% equity interest in KHB, for a cash consideration of RM460,788,992 ("SSA 2").

(SSA 1 and SSA 2 are collectively referred to as "KHB SSAs").

Upon completion of the Proposed Acquisition, the Company's shareholding in KHB will increase from nil to approximately 55%. Accordingly, pursuant to section 218(2) of the Capital Markets & Services Act, 2007 and paragraph 4.01(a) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions ("Rules"), the Company would be obliged to extend the proposed mandatory general offer ("MGO") for all the remaining KHB Shares not already owned by the Company and persons acting in concert with it, if any, after the Proposed Acquisition ("Remaining Shares") for a cash consideration of RM0.92 per KHB Share ("Proposed MGO"). Upon the KHB SSAs becoming unconditional, the Company will serve the notice of MGO on the Board of Directors of KHB, in accordance with paragraph 9.10 of the Rules.

The Proposed Acquisition and Proposed MGO are subject to the following approvals being obtained:

(i) approval of the shareholders of the Company at an extraordinary general meeting to be convened; and

(ii) any other relevant authorities or parties, if required.

The Proposed Acquisition is conditional upon, amongst others, the approval of the shareholders of the Company to undertake the Proposed MGO. The Proposed MGO is conditional upon the KHB SSAs becoming unconditional.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the AGM of the Company to be held on 28 May 2018:

a) the memorandum and articles of association of the Company;
b) the audited financial statements of the Company for the past 2 financial years ended 31 December 2016 and 31 December 2017;
c) the agreements, where available, for the recurrent transactions as set out in section 2.2 of Part A of this Circular/Statement;
d) the relevant cause papers in respect of the material litigation referred to in section 2 of Appendix I of this Circular/Statement; and
e) the material contracts referred to in section 3 of Appendix I of this Circular/Statement.

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

MALAYSIA

CONSTITUTION

of

HAP SENG PLANTATIONS HOLDINGS BERHAD

(Company No. 769962-K)

Incorporated on the 18th day of April, 2007

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

of

HAP SENG PLANTATIONS HOLDINGS BERHAD
(Company No. 769962-K)

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1. The name of the Company is **HAP SENG PLANTATIONS HOLDINGS BERHAD**.

2. The registered office of the Company will be situated in Malaysia.

THE ACT

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

INTERPRETATION

4. 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:- Definitions

WORDS		MEANINGS
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 a nominee as specified under the Rules.

Beneficial Owner	-	in relation to Deposited Securities, the ultimate owner of the Deposited Securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
Board or Board of Directors	-	the board of Directors for the time being of the Company.
Business Day	-	a day on which banks and financial institutions are open for banking business in the state or territory in which the Office is located.
Central Depositories Act	-	the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof for the time being in force and includes all subsidiary legislation made thereunder.
Clause	-	Clauses of this Constitution as originally framed or altered from time to time by special resolution.
Company	-	Hap Seng Plantations Holdings Berhad (Company No. 769962-K).
Constitution	-	this Constitution as originally framed or as altered from time to time by a special resolution.
Convertible Securities	-	Securities which are convertible or exercisable by their terms of issue, into shares.
Deposited Security(ies)	-	Security in the Company standing to the credit of a Securities Account and includes a Security in a Securities Account that is in suspense.
Depositor	-	a holder of a Securities Account established by the Depository.

Depository	-	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) or such other depository as may be approved by the relevant authorities to be a central depository under the Central Depositories Act and includes its successors-in-title and permitted assigns.
Directors	-	the directors for the time being of the Company and unless otherwise stated, includes their duly-appointed alternates.
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 as 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 optional means or by other electromagnetic means.
electronic form	-	Documents 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).
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 Central Depositories Act.

Foreign Ownership Regulations	-	the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Independent Directors	-	has the meaning ascribed to it under the Listing Requirements.
Listing Requirements	-	the Main Market Listing Requirements of the Exchange as may be amended from time to time including any re-enactment thereof and such practice notes or circulars as may be amended by the Exchange from time to time.
Market Day	-	any day between Mondays and Fridays (inclusive) which is not a public holiday and on which the Exchange is open for trading.
member or shareholders	-	any person or persons for the time being holding one or more shares in the Company and whose names appear in the Register including a Depositor whose name appears on the Record of Depositors maintained by the Depository as holder of Shares who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee and, subject to the provisions of the Foreign Ownership Regulations and this Constitution.
Office	-	the registered office for the time being of the Company.
ordinary resolution	-	shall have the meaning ascribed to it in Section 291 of the Act.
Principal Subsidiary	-	a subsidiary which accounts for 25% or more of (i) the profit after tax or (ii) the total assets employed of the Company based on the latest published or announced audited financial statements of the Company or audited consolidated financial statements of the Company, as the case may be.

Record of Depositors	-	a record provided by the Depository to the Company in accordance with the provisions of the Central Depositories Act and the Rules.
Register	-	the register of members to be kept pursuant to the Act.
Registrar	-	any person appointed to perform the duties of the share registrar of the Company.
RM	-	Ringgit Malaysia, the lawful currency of Malaysia.
Rules	-	the rules of the Depository (as revised and amended from time to time) and include the Procedures Manual (as therein defined) for the time being of the Depository.
Seal	-	the common seal of the Company.
Secretary	-	any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.
securities	-	shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof.
Securities Account	-	an account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.
Securities Seal	-	An official seal kept by the Company under Section 63 of the Act.
Shares	-	issued share capital of the Company and includes stocks except where a distinction between stocks and shares is expressed or implied.
Share Scheme for Employees	-	a share scheme involving a new issue of shares of the Company to employees.

special resolution - has the meaning assigned to it in Section 292 of the Act.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic and any other mode or modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations and companies.

Expressions in the Act defined to bear same meaning in this Constitution

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which these regulations become binding on the Company.

The headings and marginal notes in the Constitution are not legally part of this Constitution and do not affect their meaning. They are only intended to be a general guide and are not precise.

5. Subject to Clause 6, the objects of the Company shall include:-

(1) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and to acquire any such shares, stocks, debentures, debenture stocks, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(2) To purchase, take on lease or in exchange, or otherwise acquire land and building, interest in any land, freehold, leasehold or any other tenure whether situated in Malaysia or elsewhere, and any right connected therewith and 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 other.

(3) To manage, improve, farm, cultivate, maintain, lease, underlet, exchange, sell or otherwise deal with and dispose of all or any part of the estates, lands and properties to be acquired by the company and to develop the resources of the same by draining, clearing, planting, cultivating of rubber, oil palm, tea, coffee, herbs, tapioca, coconuts, cocoa, sugar, rice, fruits, vegetables, patchouli shrubs, pepper, spices, cereals, grains, silk, cotton, tobacco, gums of every description, latex bearing trees, flax, fibre and other produce, 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 and tender 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.

(4) To do all things that are in the opinion of the Directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers.

The objects specified in each paragraph of this Clause shall, except where otherwise provided in that paragraph, be regarded as independent objects, and are not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of this Clause or the objects or powers specified or conferred in or by them is deemed subsidiary or ancillary to the objects or powers provided in each such paragraph as if each paragraph contained the objects mentioned in any other paragraph. The Company has as full a power to exercise all or any of the objects and powers provided in each such paragraph as if each paragraph contained the objects of a separate company.

6. The Company shall have full capacity, rights and powers as contained in Section 21 of the Act.

LAIBILITY OF MEMBERS

7. The liability of the member is limited.

SHARE CAPITAL AND VARIATION OF RIGHTS

Power to issue shares with special rights

8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, the Listing Requirements, the Central Depositories Act, and to this Constitution, shares in the Company may be issued by the Directors and any such shares 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 Directors may think fit, subject to any ordinary resolution of the Company determine provided that:-

(i) in the case of shares offered to the public or offered pursuant to a prospectus that is registered under the Capital Market Services Act 2007, for subscription the amount payable on application on each share shall not be less than five per centum (5%) of the offer price of the share;

(ii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution;

(iii) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members of the Company in general meeting;

(iv) every issue of shares or options to employees and/or Directors shall be approved by members in general meeting and in respect of issuance of shares or options to Directors such approval shall specifically detail the amount of shares or options to be issued to such Directors;

(v) except in the case of an issuance and allotment of securities on a pro rata basis to all members and subject to the Listing Requirements, the Company shall not issue shares or other Convertible Securities in the Company or in its subsidiaries to a Director, major shareholder, chief executive or person connected with any Director, major shareholder or chief executive of the Company (hereinafter referred to as "the interested director", "interested major shareholder", "interested chief executive" or "interested person connected with a director, major shareholder or chief executive" respectively) unless:-

(a) shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person.

(b) the interested Director, interested major shareholder, interested chief executive and interested person connected with a Director, major shareholder or chief executive (as the case may be) or where the allotment is in favour of an interested person connected with a director, major shareholder or chief executive, such director, major shareholder or chief executive shall abstain from voting on the resolution approving the said allotment during the general meeting.

In this Clause, "major shareholder", "chief executive" and "persons connected with any director, major shareholder or chief executive" shall have the same meaning described thereto in the Listing Requirements.

(c) the notice of the general meeting to approve of the aforesaid specific allotment shall include the following:-

i) the number of securities to be so allotted;

ii) the purpose of allotment;

iii) the precise terms and conditions of the allotment; and

iv) the identity and relationship of the persons connected with the director, major shareholder or chief executive, where applicable.

(vi) without limiting the generality of Sections 75 and 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) 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

(vii) subject to the Act, the provisions of this Constitution and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions.

9. (i) 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 statement and attending meetings of the Company. The holders of preference shares shall also have the right to vote in each of the following circumstances:- Rights of preference shareholders

(a) upon any resolution or an alteration of this Constitution which affects the rights and privileges attaching to the preference shares;

(b) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;

(c) upon any resolution to reduce the Company's share capital;

(d) upon any resolution for the disposal of the whole of the Company's property, business and undertaking;

(e) upon any resolution for the winding up of the Company; and

(f) during the winding up of the Company.

(ii) Unless provided by the terms of issue of the existing preference shares, the Company shall not, unless with the consent of existing preference shareholders at a class meeting, issue preference shares ranking in priority to the preference shares already issued but may further issue preference shares ranking equally therewith and the rights conferred upon the holders of the existing preference shares shall not be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

(iii) The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' 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 the holders representing not less than seventy five per centum (75%) of the total voting rights of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Modification of class rights

10. (a) If at any time the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of such preference capital (other than redeemable preference capital) or all or any of the rights and privileges attached to each class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the Act be varied, modified, commuted, abrogated, affected or dealt with, with the consent in writing of the holders representing not less than seventy five per centum (75%) of the total voting rights of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of the class but not otherwise. To every such meetings, the provision of this Constitution relating to meetings of the Company and to proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or attorney one-third (1/3) of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy or attorney shall be a quorum) and that any holder of shares of the class present in person or by proxy or attorney may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him. Provided however that in the event of the necessary majority not having been obtained in the aforesaid separate meeting, consent in writing may be secured from members representing not less than seventy five per centum (75%) of the total voting rights of the class and such consent if obtained within two (2) months from the date of the aforesaid separate meeting shall be valid and effectual as a special resolution duly carried at the meeting.

(b) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

11.	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 subscription, whether absolute or conditional, for any shares in the Company provided that the rate in percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed ten per 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 that 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 the allotment of fully paid shares or partly paid shares or by a combination of any of the aforesaid methods of payment. The Company may also on any issue of shares pay such brokerage as may be lawful.	Commission on subscription of shares
12.	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 construction of the works or buildings or the provision of the plant.	Interest on share capital during construction
13.	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 when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or any other rights in respect of any share, except in an absolute right to the entirety thereof in the registered holder.	Trusts not to be recognised
14.	Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership.	Shares not to be registered in the name of minor, person of unsound mind, etc.

SHARE BUY BACK

Share buy back

15. Subject to and in accordance with the Act and the regulations made pursuant thereto, the Listing Requirements and the guidelines issued by the Exchange and any other relevant authorities, the Company shall be entitled at any time and from time to time and on any terms it deems fit, purchase its own shares and make payments in respect of the purchase of such shares provided:-

(i) the Company is solvent at the date of the purchase and will not become insolvent by incurring the debts involved in the obligation to pay for the shares so purchased;

(ii) the purchase is made through the Exchange on which the shares are quoted and in accordance with the relevant rules of the Exchange; and

(iii) the purchase is made in good faith and in the interests of the Company.

Shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the Listing Requirements and/or other relevant authority.

ALLOTMENT OF SECURITIES

Allotment of securities

16. (i) The Company must not allot or issue securities or cause or authorise its Registrars to cause the Securities Accounts of the allottees to be credited with securities until after it has filed with the Exchange an application for listing for such additional securities and been notified by the Exchange that they have been authorised for listing.

(ii) The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made in accordance with the Central Depositories Act, the Listing Requirements and the Rules, and shall be by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.

(iii) Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot or issue securities and despatch notices of allotment to all allottees within such period as prescribed by the Exchange and make application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange and deliver to the Central Depository the appropriate certificate, if any, in such denomination as may be specified by the Central Depository registered in the name of Central Depository or its nominee company.

SHARE CERTIFICATES

Issue of share certificates

17. (i) The Company shall issue share certificates, in relation to securities that are not Deposited Securities, where a shareholder applies for one under Subdivision 2 of Division 1 of Part III of the Act. Every share certificate shall be issued under the Securities Seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the signatures or autographic signatures of at least one Director and a second Director or the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares or securities to which it relates and amounts paid thereon provided that the Directors may by resolution determine that such signature or either of them, shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature. The printing of such certificates shall be entrusted to a recognised security printers and the use of first class bond or banknote paper containing a watermark of the printer or the Company. Such certificate shall be of the size and contain security features prescribed by the Exchange for the time being and from time to time.

(ii) Every member shall be entitled to receive share certificates (in respect of shares that are not Deposited Securities) in reasonable denominations for his holding. If any such member shall require more than one certificate in respect of the shares registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Exchange plus any stamp duty levied by the Government from time to time.

(iii) The Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Depository or its nominee company for securities that are Deposited Securities which shall be issued in accordance with the Central Depositories Act, the Listing Requirements and the Rules. If the Depository or its nominee company shall require more than one jumbo certificate in respect of the securities that are Deposited Securities, it shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and/or the Exchange plus any stamp duty levied by the Government from time to time.

Jumbo certificate

18. Subject to the provisions of the Act, the Central Depositories Act, this Constitution and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the owner of such certificate, and in case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding RM10.00 per certificate or such sum as shall from time to time be determined by the Directors and/or permitted by the Exchange; in the case of destruction, loss or theft, the Central Depository and shareholder who shall be entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

New certificates may be issued

19. Where any shares (which are not Deposited Securities) are sold by the Directors under the powers in that behalf in this Constitution and the certificates thereof has not been delivered up to the Company by the former holder of the said shares, the Director may issue a new share certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

Delivery or issue of certificate of shares sold by Directors on non-delivery

20. A depositor whose name appears in the Record of Depositors maintained by the Central Depository pursuant to Section 34 of the Central Depositories Act in respect of the securities of the Company which have been deposited with the Central Depository shall be deemed to be a member, debenture holder, interest holder or option holder of the Company as the case may be, and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such securities (whether conferred or imposed by the Act or this Constitution).

A depositor

21. The latest available Record of Depositors obtained by Company shall be available for inspection by any member of the Company (including the depositor) without any charge and by any other person, on payment of RM1.00 or such lesser sum as the Company may require, in respect of each inspection.

Inspection of Record of Depositors

LIEN

Company's lien on shares and dividend

22. Subject to the provisions of the Act, the Listing Requirements, the Central Depositories Act and the Rules:-

(a) The Company shall have a first and paramount lien on every share (not being a fully paid share) and the distributions, including, dividend from time to time declared on such shares, for all monies (whether presently payable or not) called or payable at a fixed time in respect of that shares and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of single person for all monies presently payable by him or his estate to the Company.

(b) The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution.

(c) The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. Unless otherwise agreed, the registration of the transfer of a share shall operate as a waiver of the Company's lien, if any, on such shares.

Lien may be enforced by sale of shares

23. The Company may sell any shares subject to such lien at such time or times and in such manner as the Directors think fit but no sale shall be made until such time as the money in respect of which such lien exists or some part thereof are or is presently payable, or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged; and until a notice in writing stating and demanding the amount due, or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such member or the persons (if any) entitled by transmission to the shares; and default in payment, fulfilment or discharge shall have been made by him or them for fourteen (14) days after such notice.

Directors may effect transfer

24. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and the Directors shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale or the remedy of the former holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only.

25. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, accrued interest and expenses and the residue, if any, shall (subject to a similar lien for sums not presently payable but existing 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.

Application of proceeds of sale

CALLS ON SHARES

26. The Directors may, subject to the provisions of this Constitution, 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 call shall exceed one-fourth (1/4) of the issued price of the shares or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call and each member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time and place of payment) pay to the Company at the date, time and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments.

Directors may make calls

27. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share owned by him, together with interest and expenses (if any).

When call deemed made

28. If by the terms of the issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given; and all provisions hereof with respect to the payment of calls and interest thereon or to the forfeiture of shares for non-payment of calls shall apply to such amount or instalments and the shares in respect of which they are payable.

Instalments similar to call

29. At the trial or hearing of any action or other proceeding 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 of the holders of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors and that notice of such call was duly given to the member sued according to the provision of this Constitution and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the members sued to the Company.

Evidence in action to call

30. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest 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 as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Interest on unpaid calls

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

Sums payable on allotment

32. The Directors may, from time to time make arrangements on the issue of shares, differentiate between the holders as to the amount of calls or instalment to be paid and the times of payment of such calls.

Difference in calls

33. The Directors may, if they think fit, receive from any member willing to advance payment 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 such 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. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

Calls may be paid in advance

INFORMATION ON SHAREHOLDING

34. (i) The Company may, by notice in writing, require any member of the Company within such reasonable time as is specified in the notice:-

Company may require any information

(a) to inform the Company whether he holds any voting shares in the Company as Beneficial Owner, Authorised Nominees or as trustee; and

(b) if he holds the voting shares as trustee, to indicate so far as he can, the persons for whom he holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

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

(a) to inform it whether he holds that interest as Beneficial Owner, Authorised Nominees or as trustee; and

(b) if he holds the interest as trustee, to indicate so far as he can, the persons for whom he holds the interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

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

TRANSFER OF SHARES

35. (i) Every instrument of transfer shall be in writing and in the prescribed form as approved under the Rules and shall be presented to the Depository with such evidence (if any) as the Depository may require, from time to time to prove that the title of the intending transferor and the intended transferee is a qualified person from time to time.

Transfer of shares

(ii) The transfer of any Deposited Security or class of Deposited Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.

Transfer of shares of shares by book entry

(iii) Subject to any written law, the instrument of transfer of any security that is not a Deposited Security shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

36. In the case of Deposited Security, the Depository may refuse to effect any transfer of Deposited Security that does not comply with the Central Depositories Act and Rules or where the reason for the transfer does not fall within any of the approved reasons provided in the Rules.

Depository's discretion to refuse transfer of Deposited Security

37.	(i)	The Directors may in their absolute discretion refuse or delay to register any transfer of shares that is not a Deposited Security where the registration of the transfer would result in contravention of or failure to observe the provisions of any laws in Malaysia; or the transfer is in respect of a partly paid shares of which a call has been made and is unpaid.	Directors' discretion to refuse or delay the registration of transfer of share not Deposited Security
	(ii)	A Directors' resolution shall be passed within thirty (30) days from the receipt of the instrument of transfer to refuse or delay the registration of transfer of a share that is not a Deposited Security and such notice of the resolution including the reasons thereof shall despatch to the lodging broker (if any), the transferor and the transferee within seven (7) days of the resolution being passed.	
38.		Subject to the provisions of the Act, the Central Depositories Act, Rules and Listing Requirements, there shall be no restriction on the transfer of fully paid securities except where required by law or the transfer is in respect of a partly paid share in respect of which a call has been made and is unpaid.	No restriction on fully paid securities
39.		Subject to any written law, no share or securities shall in any circumstances be transferred to any minor, bankrupt or person of unsound mind or who is insolvent or in the name of any firm or partnership.	No transfer to minor etc.
40.	(i)	For the purpose of registration of a transfer of shares that are not Deposited Securities, every instrument of transfer shall be left at the office of the Company's Registrar together with the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.	Transfer to be left at office and evidence of title given
	(ii)	All instruments of transfer in respect of shares that are not Deposited Securities which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.	
	(iii)	Before registering any transfer tendered for registration in respect of shares that are not Deposited Securities, the Directors may, if they think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the registered office of the Company within ten (10) days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer.	

41. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares that are not Deposited Securities or for acting upon a transfer of shares registered by the Depository apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares or securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares or securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title hereto.

No liability

42. Subject to the requirements of the Act, the Central Depositories Act, the Rules, and the Listing Requirements, the Register or Record of Depositors shall be closed at such other times (if any) for such reasons and for such period as the Directors may from time to time determine, provided always that the Register or Record of Depositors shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such Register or Record of Depositors give at least fourteen (14) days' notice of such closure to the Registrar and announcement to the Exchange of its intention to fix a closing date, its reasons, and stating the closing date (which must be at least ten (10) Market Days after the date of such announcement) and shall publish in a daily newspaper circulating in Malaysia of such closing date. The Company shall also give written notice such closure to the Depository, in accordance with the Central Depositories Act, the Rules, and the Listing Requirements, to enable the Depository to prepare the appropriate Record of Depositors.

Closure of Register or Records of Depositors

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

Renunciation

TRANSMISSION OF SHARES

44 Subject to the provisions of the Act, the Central Depositories Act and the Rules, in the case of the death of a member, the persons recognised by the Company as having any title to his interest in the shares shall be where the deceased was a sole holder, the legal personal representative; and where the deceased was a joint holder, the survivor, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with another persons.

Death of member

Share of deceased or bankrupt member

45. Any person becoming entitled to a share that is not a Deposited 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 Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to refuse or delay the registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Where the share is a Deposited Security, subject to the provisions of the Central Depositories Act, the Rules and any written law, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.

Notice of election

46. If the person so becoming entitled elects to have the share that are not Deposited Securities transferred to him, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects; and in relation to Deposited Securities, subject to the Central Depositories Act and the Rules, the aforesaid notice must be served by him on the Depository. If he elects to have the share that are not Deposited Securities transferred to another person, he shall testify his election by executing to that person a transfer of the share, as the case may be; in case of Deposited Securities, a notice in writing to the Company and the Depository to the effect and executing such instrument as may be prescribed by the Depository. All the limitations, restrictions and provisions of this Constitution relating to the rights to 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 were a transfer signed by that member.

Person entitled to receive and give discharge for dividend

47. Subject to the provisions of the Act, the Central Depositories Act and the Rules, where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors and/or the Depository, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder or Depositor would have been entitled to if he had not died or become bankrupt. 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 share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Transmission of securities

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

FORFEITURE OF SHARE

Notice requiring Payment

49. If a member fails to pay the whole or any part of any call or instalment of a call within the stipulated time, the Directors may, at any time thereafter during such time as any part of the call or instalment remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest thereon not exceeding eight per centum (8%) per annum as the Directors shall determine and any expenses that may have been accrued by reason of such non-payment.

Form of notice

50. The notice shall specify a date on or before which the payment is required to be made, and shall state that in the event of non-payment on or before the specified date, the shares in respect of which the call was made is liable to be forfeited.

Failure to comply with notice

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

Notice of resolution of forfeiture and entry in Register

52. When any share shall have been so forfeited in accordance with this Constitution, notice of the resolution shall be given to the member whose name stood immediately prior to the forfeiture in the Register and an entry of the forfeiture with the date thereof shall be made in the Register, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

A person whose shares have been forfeited shall be bound to deliver, and shall forthwith deliver to the Company the share certificate held by him for the share so forfeited.

Annulment of forfeiture

53. Notwithstanding any such forfeiture of shares, the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payments of all calls and interest due upon and expenses incurred in respect of the forfeited share and upon such further terms (if any) as they shall think fit.

Forfeited shares may be sold or cancelled

54. All the forfeited shares shall thereupon become the property of the Company, and the forfeited shares may be sold or otherwise disposed of on such terms and in such manner as the directors think fit.

Liability to Company of person whose shares are forfeited

55. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all 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 monies for the time being unpaid if the Directors think fit to enforce payment of such interest, and his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Evidence of forfeiture

56. A statutory declaration in writing by a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated as in the declaration against all persons claiming to be entitled to the share.

Procedure for sale of forfeited shares

57. The statutory declaration together with the receipt of the Company for the consideration, if any, given for a forfeited share on any sale or disposition thereof and a transfer of the share may be executed by the Company in favour of the person to whom the share is sold or disposed of and he shall thereupon be recognised as the holder of the share, or in the case of shares that are Deposited Securities, authorise its Registrar to cause the Depository to credit the Securities Account of the person to whom the share is sold or disposed of with the forfeited shares or otherwise in accordance with the directions of such persons as aforesaid. The purchaser shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

Application of proceeds of forfeiture

58. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators, or assignees or as he directs.

59. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the shares and all other rights and liabilities incidental to the shares as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by this Constitution expressly saved or as may by the Act be given or imposed in the case of past members.

Consequence of forfeiture

60. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable to the Company at a fixed date as if the shares had been payable by virtue of a call duly made and notified.

Non payment of sums due on issue of shares

CONVERSION OF SHARES INTO STOCK

61. The Company may by special resolution passed at a general meeting, convert any paid-up shares into stock and may with the like sanction re-convert any such stock into paid-up shares of any number.

Conversion to be at general meeting

62. The holders of the stock may transfer the same or any part thereof in the same manner as the transfer of shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as the circumstances allow; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Holder of stock may transfer their interests

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

Participation of stockholders in dividends and profits

64. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the word "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

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

Power to increase capital

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

Offer of unissued original shares

67. Subject to the provisions of this Constitution and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company shall ensure that it shall not issue any shares or convertible securities except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting which may determine precise terms and conditions of the issue.

Issue of securities

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

How far new shares to rank with original shares

ALTERATION OF CAPITAL

69. The Company may from time to time alter its share capital by passing a special resolution to:-

Power to alter capital

(a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

(b) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;

(c) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or

(d) reduce its share capital in accordance with Section 115 of the Act.

70. All new shares created as a result of any increase or change in the Company's capital shall be subject to the same provisions of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital. New shares subject to Constitution

BORROWING POWERS

71. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge any of the Company's or the subsidiaries' undertaking, property or uncalled capital, as the case may be, or any part thereof, and to issue debentures, guarantees, indemnities and other securities whether outright or as security (principal or collateral) for any debt, liability or obligation of the Company or subsidiary company or any related third party subject to the law including but not limited to the provision of the Act and the Listing Requirements, as they may think fit. Borrowing powers

72. The Directors shall not borrow any money and to mortgage or charge any of the Company's or the subsidiaries' undertaking, property or uncalled capital, as the case may be, or any part thereof, and to issue debentures, guarantees, indemnities and other securities whether outright or as security (principal or collateral) for any debt, liability or obligation of any unrelated third party. Borrowing powers

73. Debentures, Debenture Stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Debenture may be assignable

74. Any Debentures, Debenture Stock, bonds or other securities may be issued with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. Conditions of issue

75. The Directors shall cause a proper register to be kept, in accordance with Section 362 of the Act, in respect of all mortgages and charges especially affecting the property of the Company. Register to be kept

GENERAL MEETINGS

76. An annual general meeting of the Company shall be held in every year in addition to any other meetings held during that period, in accordance with the provisions of the Act, within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. General Meeting

77. Any general meeting may be held more than (1) one venue using any technology or method that enables the members to participate and to exercise the members' rights to speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the chairman shall be present at the main venue of the meeting.

Extraordinary General Meetings

78. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

Convening of extraordinary general meetings

79. The Directors may, whenever they think fit and shall on requisition in accordance with the Act convene an extraordinary general meeting. In addition, an extraordinary general meeting shall be convened on such requisition as referred to in Section 311 of the Act. 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.

NOTICE OF GENERAL MEETINGS

Notice of Meetings

80. The notice convening meetings shall specify the place, day and hour of the meeting as determined by the Directors, and shall be given to the members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting must be given by advertisement in at least one (1) nationally circulated in Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed.

Record of Depositors

81. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

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

(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), 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.

82. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed, subject to the provisions of the Act, by members entitled to attend and vote at such meeting

Shorter notice

83. (1) Subject always to the provisions of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting; and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid.

Business at meetings

(2) Ordinary business shall mean and include only business transacted at an annual general meeting as follows:-

Routine business

(i) The laying of audited financial statements and the reports of the Directors and auditors;

(ii) the declaring of dividend;

(iii) the election of Directors in the place of those retiring by rotation;

(iv) the approval of Directors' fee and benefits payable; and

(v) the appointment or reappointment and fixing of the remuneration of the auditors.

All business that is transacted at an extraordinary general meeting and an annual general meeting shall be special with the exception of the above-mentioned ordinary business.

84. In every notice calling a general meeting of the Company, there shall appear with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead.

Requirement in notice calling meetings

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

Omission to give notice

PROCEEDINGS AT GENERAL MEETING

86. 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 shall be a quorum. For the purposes of constituting a quorum:-

Quorum of general meeting

(a) one or more representatives appointed by a corporation shall be counted as one member; or

(b) one or more proxies appointed by a person shall be counted as one member.

If quorum not present meeting adjourned or dissolved

87. If within half an hour from the time appointed for the holding of a general 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 from the time appointed for holding the adjourned meeting, the meeting shall be dissolved.

Chairman of general meeting

88. The chairman of the Board (if any) shall preside as chairman at every general meeting. If the Company has no chairman or if at any general meeting, the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if the chairman of the Board is not willing to act as chairman for the general meeting, the Directors present shall choose one of their number, to act as chairman or if one (1) Director only is present, he shall preside as chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to preside as chairman, the members present and entitled to vote shall elect one (1) of their number to be the chairman. The election of the chairman shall be by a show of hands.

No business to be transacted while Chair is vacant

89. No business except the election of the chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting while the Chair is vacant.

Notice of adjournment of meeting to be given

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

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 shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings and the chairman's decision on matters of procedure or arising accidentally 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 meeting of shareholders.

How resolutions is to be decided at general meeting

91. (1) 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, 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 ten per centum (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 ten per centum (10%) of the total sum paid-up on all the shares conferring that right, excluding any voting rights attached to shares in the Company held as treasury shares.

(2) Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, 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.

Business to be continued if poll demanded

(3) The demand for a poll may be withdrawn except for those required to be voted by poll under the Listing Requirements. Every resolution shall be decided by a majority of votes whether on show of hands or on a poll. 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 a poll has been demanded.

Poll to be taken as chairman shall direct

92. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting for which the poll was demanded.

93. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment. — No poll in certain cases

94. 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. Where the chairman is also a member of the Company, he shall have the casting vote in addition to the votes to which he may be entitled as a member. — Chairman's casting vote

95. The chairman of a meeting or the Secretary can take any action they consider appropriate:- — Proper and orderly conduct at a general meeting

(a) for proper and orderly conduct at a general meeting. This may include, demanding that debate or discussion on any business, question, motion or resolution being ended or that the business, question, motion or resolution be put to a vote of the shareholders; or

(b) so that the meeting reflects the wishes of the majority.

96. The Board can ask shareholders or proxies wanting to attend a general meeting to submit to searches or other security arrangements which the Board decide. The Board can, in their discretion, refuse entry to, or remove from, a general meeting, a shareholder or proxy who does not submit to those searches or comply with those security arrangements. Security arrangements may include, shareholders or proxies not being allowed into a general meeting with recording or broadcasting devices or an article which the chairman of the meeting or the Secretary considers to be dangerous, offensive, or liable to cause disruption. — Searches or other security arrangement

VOTES OF MEMBERS

97. Subject to any special rights or restrictions for the time being attached to any class or classes or shares in the capital of the Company, every member present in person or by proxy shall have one vote for every share held by him. — Votes of members

98. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person who properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. — Vote of member of unsound mind

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

100.	Each member 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 any person or persons as his proxy or proxies to attend and vote instead of the member at the meeting. The proxy or proxies need(s) not be a member of the Company. The appointed proxy or proxies shall have the same rights as the member to speak at the meeting and to vote by show of hands or on a poll. Every person present who is a member or proxy or attorney or duly authorised representative of a member shall have one (1) vote by show by hands. On a poll, every member present in person or by proxy or by attorney or duly authorised representative shall have one (1) vote for each share he holds.	Voting rights of proxy
101.	Subject to this Constitution, a member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. No member shall be entitled to be present or to vote on any question either personally or otherwise by proxy or attorney at any general meeting or upon a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid, and/or where the instrument of proxy, the power of attorney or other authority, if any, naming another person or party (other than the said member) as proxy, attorney or person/party authorised to so act has not been deposited with the Company in accordance with Clause 107.	Member barred from voting while call unpaid
102.	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.	Objection to qualification of voter
103.	The instrument appointing a proxy or proxies shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. There is no restriction on the qualification of the proxy or proxies. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.	Instrument appointing proxy to be in writing
104.	Every member may appoint more than one (1) proxy in relation to a meeting. Where the holder appoints two or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. A proxy shall be entitled to vote on a show of hands or by poll on any question at any general meeting.	Appointment of proxies
105.	Where a member of the Company 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.	Appointment of proxy by authorised nominee

106. The instrument appointing a proxy shall be in writing in the common form or in such other form as the Directors may approve subject to the requirements of the Act, the Exchange and any other relevant authorities.

Form of proxy

107. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or sent by electronic communication on such terms and subject to such conditions as the Directors consider fit, as is specified 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 set out in the notice of meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll fixed by the chairman and in default the instrument of proxy shall not be treated as valid.

Instrument appointing proxy to be left at Company's office

108. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at their Office or such other place within Malaysia before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument is used.

Validity of vote given under proxy

109. A corporation may by resolution of its directors or other governing body, if it is a member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of members, and a person so authorised shall act in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it was an individual member of the Company.

Corporate representative

DIRECTORS

110. Until otherwise determined by the Company in general meeting and subject to the Listing Requirements, the number of Directors including a Managing Director, shall not be less than two (2) all of whom shall be natural persons. In the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum number, the remaining Directors or Director may, except in an emergency, act only for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company.

Number of Directors

111. The Directors shall have power from time to time and at any time to appoint additional Directors. Any director so appointed shall retire from office at the next annual general meeting of the Company, but shall be eligible for re-election.

Appointment of additional directors.

112. Unless otherwise determined by the Company in general meeting and subject to the Listing Requirements, 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 to one-third (1/3) shall be used for the purpose of determining the requisite number of Independent Directors.

Independent Directors

113. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a non-independent director. If the Board intends to retain a Director as Independent Director beyond nine (9) years, the Board may justify and seek annual shareholders' approval. If the Board continues to retain the Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process.

Two-tier voting process

Subject to and in accordance with the provisions of the Act and the Listing Requirements and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to retain a Director as an Independent Director who has served on the Board beyond nine (9) years subject to the Board's justification and seeking annual shareholders' approval. If the Board continues to retain the Director as an Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process. Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders meeting:-

(a) Tier 1: only the Large Shareholder(s) of the Company votes; and

(b) Tier 2: shareholders other than the Large Shareholder(s) votes.

For the purposes of this Clause, Large Shareholder means a person who:-

(i) is entitled to exercise, or control the exercise of, not less than thirty three per centum (33%) of the voting shares in the Company;

(ii) is the largest shareholder of voting shares in the Company;

(iii) has the power to appoint or caused to be appointed a majority of the Directors; or

(iv) has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to give effect to.

The decision for the above resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one (1) Large Shareholder, a simple majority of votes determine the outcome of the Tier 1 vote.

The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution.

However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting. If the resolution is defeated or deemed defeated, the said Director may (subject to any requirement to re-elect any such Director who may be retiring under Clause 116) remain in office but shall be re-designated as a non-independent director. Nothing in this Constitution shall require a Director to vacate his office as a Director merely because such a resolution relating to him is defeated or deemed defeated.

Directors' qualification

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

DISQUALIFICATION OF DIRECTORS

When office of Director deemed vacated in certain case

115. Subject as herein otherwise provided and to the terms of any subsisting agreement, the office of a director shall become vacant if the director:-

(i) becomes disqualified from being a Director under Sections 198 and 199 of the Act;

(ii) ceases to be or is prohibited from being a Director by virtue of the Act;

(iii) 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;

(iv) is absent from more than fifty per centum (50%) of the total Board meetings held during a financial year unless an exemption or waiver is obtained from the Exchange;

(v) subject to Sections 196(3) and 209 of the Act, resigns from his office by notice in writing to the Company and deposited at the Office of the Company;

(vi) is removed by a resolution of the Company in general meeting of which special notice has been given in accordance with the Act or this Constitution;

(vii) dies;

(viii) has retired in accordance with the Act or this Constitution but is not re-elected; or

(ix) otherwise vacates his office in accordance with the Act or this Constitution.

ROTATION OF DIRECTORS

Rotation and retirement of Directors

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

Selection of Directors to retire

117. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The length of time a Director has been in office shall be computed from the date of his last election or appointment when he has previously vacated office.

Retiring Director deemed to be re-elected

118. The Company at the meeting at which any Director so retires may fill the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the retiring Director shall have been put to the meeting and the said resolution is not carried or some other person is elected a Director in place of the retiring Director. A retiring director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

119. No person, other than a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office, a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the members at least seven (7) days prior to the meeting at which the election is to take place.

Notice of intention to appoint Director

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

Motion for election of Directors

121. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office, provided always that every Director shall retire from office once at least in every three years.

Increase or reduction of number of Directors

122. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall retire at the next following annual general meeting and shall then be eligible for re-election but he shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Directors may fill casual vacancy

123. Subject to the provisions of Sections 206 and 322 of the Act, the Company may by ordinary resolution of which special notice has been given to all members whom entitled to receive the notice of the meeting, remove any Director before the expiration of his period of office notwithstanding anything in this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

Removal of Directors

124. The Company may by ordinary resolution appoint another person in place of a Director removed from office. A person appointed in place of a Director so removed shall be subject to retirement by rotation 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. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.

Appointment of Director in place of one removed

REMUNERATION OF DIRECTORS AND BENEFITS

Directors' remuneration

125. (i) The fees payable to the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall subject to annual shareholders' approval at a general meeting and such remuneration shall be divided among the Directors in such proportion and manner as the Directors may determine provided always that:-

(a) Fees payable to non-executive Directors shall be a fixed sum, and not by a commission on or percentage of profits or turnover and which shall not exceed the amount approved by the shareholders in general meeting.

(b) The remuneration, emoluments and other benefits including bonus, benefits or any other elements payable to the 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.

Arrangement on fee to Alternate Director

(c) Any fee paid to an alternate director shall be agreed between himself and his appointor and shall be paid out of the remuneration of his appointor nominating him.

Reimbursement of expenses to Directors

126. (i) The Company may repay to any Directors all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or any committee of the Directors or general meeting of the Company or in connection with the business of the Company.

Extra remuneration

(ii) Any Director who is appointed to any executive office including the office of chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary or percentage of profits or otherwise as the Directors may determine but not a commission on or percentage of turnover.

POWERS AND DUTIES OF DIRECTORS

127.	The business and affairs of the Company shall be managed by or under the direction of the Directors who may, in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon them, pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, not being inconsistent with this Constitution or provisions of the Act as may be prescribed by the Company in general meeting but no resolution passed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been passed.	General power of the Company vested in Directors
128.	Any transaction, action or proposal which is specified by the Act and/or by this Constitution and/or by the Listing Requirements and/or such other applicable rules and regulations as one which requires shareholders' approval, such shareholders' approval must be obtained.	Transaction, action or proposal
129.	The Directors may establish or arrange any contributory or non-contributory pension super-annuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any of the Company's subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses or any insurance of any such person provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in general meeting.	Power to maintain pension or fund
130.	The Directors may exercise all the powers conferred by Section 62 of the Act in relation to having an official seal for use outside Malaysia, and such powers conferred by provisions of the Act in relation to the keeping of branch registers as the case may be.	Power to use Official Seal

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

Power to appoint Attorneys

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

Signing of cheques, etc.

133. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

Directors to act honestly

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

Directors to make disclosure

135. No Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than the office of Auditor) or under any company in which the Company shall be a shareholder or otherwise has an interest in or from contracting with the Company or any company in which the Company is a shareholder or in which the Company otherwise has an interest either with respect to his/her tenure of any such office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company or any company as aforesaid in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case at the first meeting of the Directors after the Director becomes so interested.

Director may hold other office

Director may act in his professional capacity

136. 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 professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

Directors may become directors of other corporation

137. A Director of the Company may be or become a director or other officer of or otherwise be interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or in any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment.

PROCEEDINGS OF DIRECTORS

Meeting of Directors

138. The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. The Board may at any time, and the Secretary, on the requisition of any of the Directors, summon a meeting of the Directors.

Minutes

139. The Board shall ensure that the minutes of all the proceedings at meeting are kept.

Notice of Directors' Meeting

140. Unless otherwise determined by the Directors from time to time, notice of any meeting of the Directors may be given not less than 5 business days by telephone, facsimile, post or by other means of technology communication.

A notice of a meeting of the Board shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the meeting and the matters to be discussed. An irregularity in the notice of meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.

Quorum of meeting of Directors

141. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors from time to time and unless so fixed, the quorum shall be two (2) Directors. No business may be transacted at a meeting of the Board if a quorum is not present.

Appointment of chairman and deputy chairman of Directors

142. The Directors may appoint a chairman and if desired, a deputy chairman amongst themselves and determine the period for which he is or they are to hold office. The chairman or in his absence, the deputy chairman shall preside as chairman at all meetings of the Directors. If no such chairman or deputy chairman is appointed or if at any meeting the chairman or deputy chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one (1) of their number to be chairman of the meeting.

143. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes where each Director shall have one vote. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. However, where two (2) Directors form a quorum, the chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.

Chairman to have casting vote at directors' meeting

144. The remaining Directors may continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced to below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purpose.

Number of Directors below minimum

145. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a director of the Company.

Disclosure of interest by Directors

146. A general notice may be given to the Board by any Director to the effect that he is an officer or member of any specified corporation or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that corporation or firm and such notice shall be deemed a sufficient declaration of interest in regard to any contract so made if it specifies the nature and extent of his interest in the specified corporation or firm and his interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is made but no such notice shall be of any effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought and read at the next meeting of the Directors after it is given.

General notice of interest in contracts

147. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he is interested, directly or indirectly, and if he does so vote, his vote shall not be counted. Subject to Clause 148, he shall not be counted in the quorum present at any meeting, but neither of these prohibitions shall apply to:-

Restriction on voting

(i) any arrangement for giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or

(ii) any contract or proposed contract which relates to any loan to the Company or any of its subsidiaries or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(iii) any contract or proposed contract or arrangement with any other corporation in which he is interested only as a holder of shares or securities or as creditor and such interest is not material; or

(iv) any contract or proposed contract which has been or will be made with or for the benefit of or on behalf of a corporation (as defined in the Act) which by virtue of Section 7 of the Act is deemed to be related to the Company that he is a director of that corporation.

Relaxation of restriction

148. 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 such appointment as hereinafter mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in anyway interested provided always that he has complied with Section 221 of the Act.

149. A meeting of the Board may be held either:-

(i) by number of the Directors who constitute a quorum as stated in this Constitution, being assembled together at two (2) or more venues within or outside Malaysia, the place, date and time appointed for the meeting; or

(ii) by means of audio, or audio and visual, communication by which all Directors participating can simultaneously hear each other throughout the meeting,

And that all information and documents for the meeting must be made available to all the Directors prior or at the meeting.

150. A Director present at the meeting of the Board is presumed to have agreed to and have voted in favour of, a resolution of the Board unless he expressly dissents from or votes to against the resolution at the meeting.

151. Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purpose, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.

ALTERNATE DIRECTOR

Provision for appointing and removing Alternate Directors

152. (1) Any Director may at any time by way of a notice to the Company and deposited at the Office, appoint any person to act as his Alternate Director provided that:-

(i) such person must not already be an existing Director of the Company;

(ii) such person must not act as an alternate for more than one (1) Director of the Company;

(iii) such person must be approved by a majority of the Board; and

(iv) any fee paid by the Company to the alternate shall be deducted from the appointing Director's remuneration.

and at his discretion by way of a notice to the Company to remove such Alternate Director from office.

(2) An Alternate Director shall *ipso facto* cease to be an alternate Director:-

(i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director; or

(ii) if he has a receiving order made against him or compounds with his creditors generally; or

(iii) if he becomes of unsound mind or bankrupt during his term of office.

(3) An Alternate Director shall *ipso facto* cease to be an alternate director if his appointor for any reason ceases to be a Director.

(4) An Alternate Director shall (subject to him giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which his appointor is not personally present; and generally in the absence of his appointor from Malaysia, to perform all the functions of his appointor as a Director.

(5) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.

(6) An Alternate Director shall not be taken into account in reckoning the minimum 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.

(7) Subject to the provisions of the Listing Requirements, an Alternate Director shall not be appointed as a member of the Audit Committee of the Company.

(8) An Alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid, he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

MANAGING DIRECTORS

Managing Director

153. (1) The Directors may from time to time appoint any one (1) or more of their body to be the Managing Director for such period and upon such terms as they may think fit. The Directors may from time to time, subject to the provisions of any contract between the Managing Director and the Company, remove or dismiss him or them from office and appoint another or others in his or their place.

(2) The Managing Director shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation, retirement by rotation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director for any cause, shall *ipso facto* and immediately cease to be a Managing Director.

Remuneration of Managing Director

154. A Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration whether by way of salary or commission or participation in profits or partly in one way and partly in another, as the Board of Directors may determine but such remuneration shall not include a commission on or percentage of turnover, but subject to the provisions of the Act, it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement.

Special position of Managing Director

155. In addition to the powers conferred on the Managing Director pursuant to this Constitution, the Board may entrust to and confer upon the Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time, revoke, withdraw, alter or vary all or any of the powers so conferred upon him in any manner that the Board thinks fit. A Managing Director, a person performing the functions of a Managing Director, by whatever name called, shall be subject to the control of the Board of Directors.

PRINCIPAL EXECUTIVE OFFICER

Principal Executive Officer

156. (i) The Directors may appoint the chairman or any of the Directors (including the Managing Director, if any), to be the principal executive officer of the Company under any designation as may be decided by the Directors for such period and on such terms as the Directors think fit and subject to the terms of any agreement entered into in any particular case, may revoke any such appointment and may appoint any other person qualified under this Clause in his place.

(ii) The principal executive officer of the Company (by whatever designation) shall be principally responsible for the supervision, direction and control of the daily administrative and management of the Company and he shall have full authority to appoint such subordinates or other officers and managers of the Company and to delegate to such persons any of the powers exercisable by him as he deems fit and proper.

COMMITTEES OF DIRECTORS

Power of Directors to appoint committee

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

Meeting of Committees

158. Subject to Clause 141 of this Constitution, a committee, local board or agency may meet and adjourn as it thinks proper and questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of that meeting shall have a second or casting vote except where if the quorum of the said committee, local board or agency is two (2) and only two (2) members of the committee, local board or agency are competent to vote on the question at issue or where only the quorum are present at the meeting.

159. A committee, local board or agency 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 present may choose one (1) of their number to be chairman of the meeting.

Chairman of Committees

VALIDATION OF ACTS OF DIRECTORS

160. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director, local board or agency shall, in relation to persons dealing in good faith with the Company, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or and had been entitled to vote.

Validity of acts of Directors

DIRECTORS' CIRCULAR RESOLUTIONS

161. A resolution in writing, signed or assented by a majority of the Directors for the time being present in Malaysia being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened; and where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents, including facsimile or other similar means of electronic communication, in similar form and each document shall be signed or assented by one (1) or more Directors. The expressions **"**in writing" and "signed" include approval by legible confirmed transmission by telefax, telex, cable or telegram.

Directors' Circular resolutions

SIGNATURES

162. For the purpose of this Constitution, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature or any of the following persons:-

Signatures

(i) a holder of shares;

(ii) a director;

(iii) an alternate director;

(iv) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative;

shall in the absence of express evidence, which to the contrary available to the persons relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

AUTHENTICATION OF DOCUMENTS

Authentication of documents

163. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records documents or accounts are kept elsewhere other 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.

Conclusive evidence of resolutions and extract of minutes of meetings

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

MINUTES AND REGISTER

Minutes to be entered into minutes book

165. The Directors shall cause minutes to be made and duly entered in books provided for the purpose:-

(i) of all appointments of officers made by the Directors;

(ii) of the names of all the Directors present at each meeting of the Directors and of any committee, local boards or agencies of Directors and of the Company in general meeting;

(iii) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees, local boards or agencies of Directors; and

(iv) of all orders made by the Directors and any committee, local board or agencies of Directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and the same shall be conclusive evidence without any further proof of the facts therein.

Directors to comply with Act

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

Minutes kept at registered office

167. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office, and shall be open to the inspection of any member without charge.

Registers to be kept

168. The Company shall also keep at the Office, registers which shall be open to the inspection by any member without charge and to any other person on payment for each inspection of a prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular:-

(i) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 56 of the Act; and

(ii) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

SECRETARY

Secretary

169. The Secretary or 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 so appointed may be removed by them. The Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act.

SEAL

Authority for use of Seal

170. (i) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal and every instrument to which the seal shall be affixed shall be signed by one Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose, by way of any autographic or mechanical means.

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

(iii) The Company may also have an official seal for share certificates pursuant to Section 63 of the Act. The official seal shall be an exact copy of the Company's Seal with the addition on its face of the word "Securities" and when duly affixed to the documents creating or evidencing securities so issued shall has the same effect as the Seal, and the affixing of the official seal for share certificates shall be authenticated in the manner set out in Clause 170(i) of this Constitution.

ACCOUNTS

Books of account open to inspection by Directors

171. (i) The Company, Directors and managers of the Company shall cause to be kept proper books of accounting and other records which will sufficiently explain the financial position or operations of the Company, including its subsidiaries.

(ii) The books of accounting and other records referred to in Clause 171(i) shall be kept at the Office or at such other place as the Directors think fit and shall always be opened to inspection by the Directors.

(iii) The Directors shall from time to time determine whether, in any particular case or class of cases, or generally and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be opened to the inspection of members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by a resolution of the Company in general meeting.

To whom copies of audited financial statements and etc may be sent

172. (i) The Directors shall from time to time in accordance with the provisions of the Act and the Listing Requirements, cause to be prepared and laid before the Company in an annual general meeting such audited financial statements and reports and/or other information.

(ii) A copy of audited financial statements which is laid before the Company in general meeting (including every document required by law and Listing Requirements to be annexed thereto) together with a copy of the Directors' and auditors' reports relating thereto and of the Directors' report shall not more than four (4) months after the close of the financial year and not less than twenty one (21) days before the date of the meeting, be sent to every member of, every Director of, every holder of debenture of, and trustees for every debenture holders of, the Company and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act or of this Constitution. Provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of 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 Company's Office.

Issuance of Annual Report

173. Subject to Clause 172 and compliance with the requirements of the Exchange and any other relevant laws and regulations, if any, the Company may issue its annual report in electronic form or in a form that may be developed in future for the playback of images.

Without prejudice to other provisions relating to issuance of annual reports, the Company may issue its annual report in electronic form to its shareholders provided it complies with the following:-

(a) the Company must provide for the use of electronic form to communicate with the members; and

(b) the Company must specify the manner in which the electronic form is to be used.

If, the Company publishes the annual report on its website, the Company must notify the members in writing:-

(a) the publication of the annual report on the website; and

(b) the designated website link or address where a copy of the annual report may be downloaded.

The Company must provide a printed copy of its annual report to its members upon the member's request, whether verbal or written and ensure that a hard copy of the annual report is forwarded to the member requesting the same as soon as reasonably practicable after the receipt of the request.

AUDIT

Appointment and duties of auditors

174. Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act.

DIVIDENDS AND RESERVES

Declaration of dividends

175. Subject to the provisions hereinafter contained and to the preferential or other special rights as to dividend for the time being attached to any preference shares or any other special class of shares in the capital of the Company, the profits of the Company available for dividend shall be applied in payment of dividends on the ordinary shares of the Company in proportion to the amount paid-up or credited as paid-up thereon respectively, provided that where capital is paid on any shares in advance of call, such capital shall not confer a right to participate in profits.

Application of profits

176. (i) The Company may, upon recommendation from the Board, by an ordinary resolution passed at a general meeting from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company provided that if the Company is solvent immediately after the distribution if made, in accordance with the Act.

(ii) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors considers appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made, in accordance with the Act.

(iii) If, after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.

(iv) No higher dividend shall be paid than is recommended by the Directors and the declarations by the Directors as to the distribution shall be conclusive.

Powers to carry profit to reserve

177. The Directors may, before recommending any dividend, set aside out of the profits available of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied. Pending any such application, such profits may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the profits to reserve, carry forward any profits which they think prudent not to divide.

Deduction of dividends

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

179. The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under this Constitution entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Dividends due may be retained until registration

180. All dividends unclaimed for one (1) year subject to the Unclaimed Monies Act, 1965, after having been declared may be invested or otherwise use by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965. No unpaid dividend, bonus or interest shall bear interest as against the Company.

Unclaimed dividends

181. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stocks of any other company or in any one or more of such ways and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Dividend-in-specie

182. A general meeting when declaring or approving a dividend including, without limitation, a dividend or bonus of the kind referred to in Clause 181 and whether together with or as an alternative to such dividend or bonus in such Clause, direct (notwithstanding other provisions of this Constitution) that such dividend declared or approved be on terms including all or any of the following:-

(a) Such dividend be distributed or made available to members or such members as the Directors may decide;

(b) The Directors may determine whether a member is permitted to participate in such dividend and the terms and conditions upon which a member may participate in such dividend;

(c) The Directors may prescribe whether a member should be entitled to receive such dividend in a particular form of assets or together with cash or with a member being able to elect for specific assets or cash or with any other variations, subject to such dividend in such forms having been approved in such general meeting;

(d) The Directors may provide that specific assets which a member could receive in such dividend be sold or disposed of instead with the proceeds being given to such member less any costs, expenses or other charges as the Directors may determine; and

(e) The Directors may prescribe any other terms and conditions of such dividend.

The general meeting may determine any of the matters referred to in (a) to (e) above instead and may impose or provide for such additional terms and conditions for such dividend as the meeting may think fit.

Dividends payable by cheque or by any bank through direct transfer

183. (1) Any dividend, interest or other money payable in cash in respect of shares or other securities may be paid by direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate or by cheque or warrant sent by post to the registered address of the holder on the Register or the Record of Depositors or to such person and to such address as the holder may direct in writing. Every such cheque or warrant or remittance via the electronic payment systems shall be made payable to the order of the person to whom it is sent or to such person as the holder may direct, and the payment of any such cheque or warrant or remittance via the electronic payment systems shall operate as a good and full discharge of the Company in respect of the dividend, interest or other money payable in cash in respect of shares or other securities represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant 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) (a) 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.

(b) 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 of members or the Depository Register, 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 AND RESERVES

Power to capitalise

184. The Company in general meeting may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid-up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Subject to the provisions in the Act, the amount standing to the credit of the capital redemption reserve may, for the purposes of this Clause, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares subject to and in accordance with Section 618(3)(c) of the Act. Subject to Section 127 of the Act, shares may be allotted as fully paid bonus shares in respect of treasury shares. In the circumstances in which Section 127(2) of the Act applies, any shares allotted as fully paid bonus shares in respect of treasury shares shall be treated for the purposes of the Act as if they were purchased by the Company at the time they were allotted.

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

Power of applications of undivided profits

LANGUAGE

186. Where any accounts, minute books or other records of the Company required to be kept by the Act are not kept in the English Language, the Directors shall cause a true translation of such accounts, minute books and other records to be made in either English or Bahasa Malaysia, from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute book and other records for so long as the original accounts, minute books and other records are required to be kept in accordance with the provisions of the Act.

Translation

NOTICES

187. (1) Notice of a meeting of members or any other document 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.

A notice:-

(i) given in hard copy shall be sent to any member either personally or by post to the last known address supplied by the member to the company for such purpose; or

Service of notices by the Company

(ii) given in electronic form shall be transmitted to the last known electronic address provided by the member to the company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws.

The last known address of a member will be the relevant contact details of the member as provided to the Depository. A shareholder or holder of any other securities of the Company may, however, request for a hard copy of a notice, document or information, if this is not sent or supplied. The Company must forward a hard copy of the notice, document or information to the shareholder or holder of other securities of the Company as soon as reasonably practicable after receipt of request, free of charge.

Notices, documents or other information required to be completed by shareholders or holders of other securities of the Company for a rights issue or offer for sale must be sent by the Company by electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

Subject to Section 320 of the Act, the Company may send or supply a notice, document or information by means of a website if it separately and immediately notifies the shareholders or holders of other securities of the Company of:

(i) the publication of such notice, document or information on the website; and

(ii) the designated website link or address where a copy of such notice, document or information may be downloaded.

(2) Any member described in the Register or Record of Depositors by an address not within Malaysia, who shall from time to time give the Company an address within Malaysia at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under this Constitution.

Members abroad not entitled to notices unless they give address

188. (1) Unless otherwise stated herein, a notice or other documents if served by post shall be deemed to be effective by properly addressing, prepaying and posting, and to have been effected on the Business Day immediately following the date of its posting (provided that if the date of posting is not a Business Day, then the date of posting is deemed to fall on the immediate following Business Day). In proving service by post, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a post office letter box or by a letter from the Company Secretary certifying that the notice or document has been posted.

When service of notice is effected

(2) Unless otherwise stated herein, a notice or other documents if served by facsimile shall be deemed to be effective at the time of despatch with confirmed answerback of the addressee appearing at the beginning and end of the communication (provided that if the date of despatch is not a Business Day, it shall be deemed to have been received at the opening of business on the next such Business Day).

(3) If a notice, document or information is sent or supplied by the Company by means of a website it is treated as being received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is treated as having received) notice of the fact that the material was available on the website. Any such notification, if by electronic mail, there must be proof of electronic mail delivery.

Notice in case of death or bankruptcy

189. (1) Any notice or document delivered or sent by post to or left at the address of any member, notwithstanding such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any shares, and such service shall, for all purposes of this Constitution, be deemed a sufficient service of such notice or document on his heirs, executors or administrators.

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

Who may receive notice

190. (1) Notice of every general meeting shall be given in any manner hereinbefore specified to:-

(a) every member;

(b) 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;

(c) the Auditor for the time being of the Company; and

(d) the Exchange and every stock exchange, if any, in which the shares of the Company is listed.

(2) Except as aforesaid no other person shall be entitled to receive notices of general meeting save that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders (if any) shall be complied with.

(3) Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

Distribution of assets in specie

191. If the Company is wound up (whether the liquidation is voluntary, under suspension or by the Court), the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Losses borne proportionately and profits shared equally

192. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-

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

(ii) If in the winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

Voluntary liquidation

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

SECRECY CLAUSE

Discovery of Company's confidential information

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

(b) A Director or officer of the Company shall be entitled, if he thinks fit, to decline to answer any questions concerning the business of the Company which may be put to him on any occasion (including any meeting of the Company) on the ground that the answer to such question would disclose or tend to disclose the trade secrets of the Company.

INDEMNITY

Indemnity for Company's officer

195. (i) Subject to the provisions of Sections 288 and 289 of the Act, on officer or Auditor for the time being of the Company may be indemnified, with the approval of the Directors, out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, including defending any claims or any proceedings relating to any such liability, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by Court under the Act or where proceedings are discontinued or not pursued.

(ii) Subject to the provisions of the Act, the Company may, with the prior approval of the Directors, effect insurance for an officer or Auditor of the Company in respect of the following:-

(a) civil liability, for any act or omission in his capacity as an officer of the Company;

(b) costs incurred by him in defending or settling any claim or proceeding relating to any such liability; or

(c) costs incurred by him in defending any proceedings that have been brought against him in relation to any act or omission in his capacity as an officer or Auditor which he has been acquitted, granted relied under the Act or where proceedings have been discontinued or not pursued.

The word "officer" referred to this Clause shall include:-

(a) any Director, manager, secretary or employee of the Company;

(b) a receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and

(c) any liquidator of the Company appointed in a voluntary winding up,

but does not include any receiver who is not also a manager, any receiver and manager appointed by the High Court or any liquidator appointed by the High Court or by the creditors.

GENERAL MANDATE

General mandate

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

LISTING REQUIREMENTS PERTAINING TO SUBSIDIARY

Listing Requirements pertaining to subsidiaries

197. (i) Subject to the Act and the Listing Requirements, the Company shall not, unless with the consent of its shareholders in a general meeting, list the securities of any of its subsidiaries on any stock exchange; or

(ii) Subject to the Act and the Listing Requirements, any issue of shares or convertible securities or options by a Principal Subsidiary that dilutes or could potentially dilute the Company's equity interest in such Principal Subsidiary by 25% or more shall require the prior approval of the Company in general meeting.

ALTERATION OF CONSTITUTION

198. This Constitution have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of this Constitution, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

EFFECTS OF THE LISTING REQUIREMENTS

Effects of Listing Requirements

199. (i) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.

(ii) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.

(iii) 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).

(iv) 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.

(v) 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.

(vi) 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.

COMPLIANCE WITH STATUTES, REGULATIONS AND RULE

Compliance with Statutes, Regulations & Rules

200. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time; or any other mandatory directives or requirements imposed by the Exchange and the Depository, to the extent required by law, notwithstanding any provisions on this Constitution to the contrary.

WAIVER

Waiver

201. Where permitted under the law, the Company are empowered to apply as the Directors think fit, to the Exchange to:-

(i) waive or modify the Company's compliance with any of the Listing requirements or part thereof; and/or

(ii) vary or revoke any decision(s) made by the Exchange in respect of the Company's compliance with any of the Listing requirements or part thereof.

HAP SENG PLANTATIONS

Hap Seng Plantations Holdings Berhad (769962-K)

Creating Value Together

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th annual general meeting of Hap Seng Plantations Holdings Berhad will be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 28 May 2018 at 2pm to transact the following:-

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

Ordinary Resolution 11

Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature

"That subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A, section 2.2 of the Circular/Statement to shareholders dated 30 April 2018, provided such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business, at arm's length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

That such approval shall continue to be in force until:-

(a) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless renewed by a resolution passed at the annual general meeting; or
(b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

and that the directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed renewal of and new shareholders' mandate."

Ordinary Resolution 12

Proposed renewal of share buy-back authority

"That subject always to section 127 of the Companies Act 2016, the Company's articles of association, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and the approvals of all relevant governmental and/or regulatory authorities, the directors of the Company be and are hereby authorised to purchase ordinary shares in the Company through Bursa Malaysia Securities Berhad, provided that:-

(a) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company;

(b) the maximum funds allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, based on the Company's audited financial statements for the financial year ended 31 December 2017; and

(c) the authority conferred by this resolution shall continue to be in force until:-

(1) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or
(2) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016); or
(3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first;

and that the directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

(i) cancel all the shares so purchased; and/or
(ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities Berhad; and/or
(iii) retain part thereof as treasury shares and cancel the remainder; and/or
(iv) in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016 and the requirements of the Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force,

and further that the directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."

Special Resolution

Proposed adoption of new constitution of the Company (Proposed Adoption)

"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 C of the Circular/Statement to shareholder 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 such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption."