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YNH PROPERTY BHD

(Company No.: 561986-V)

(Incorporated in Malaysia under the Companies Act, 1965)

INFORMATION ON ANNUAL GENERAL MEETING

PART A

**STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED
RENEWAL OF SHARES BUY BACK AUTHORITY
(PROPOSED SHARE BUY BACK)**

PART B

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

PART C

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

The Notice of the Seventeenth Annual General Meeting of YNH Property Bhd to be held at Hotel Sfera, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Tuesday, 28 May 2019 at 11.45 a.m. together with the Form of Proxy are enclosed herein. Shareholders are advised to refer to the Notice of the Seventeenth Annual General Meeting and the Form of Proxy. The Form of Proxy should be completed and lodged at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

This Circular is dated 30 April 2019

INFORMATION ON ANNUAL GENERAL MEETING

- **NOTICE ON ANNUAL GENERAL MEETING**
- **FORM OF PROXY**
- **2018 ANNUAL REPORT REQUEST FORM**

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Hotel Sfera, 2479, Jalan Dato' Yu Neh Huat, Taman Samudera, 32040 Sri Manjung, Perak Darul Ridzuan, Malaysia on Tuesday, 28 May 2019 at 11.45 a.m.

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 31 December 2018, together with the Directors' and Auditors' Reports thereon.
2. To approve payment of Directors' Fees of RM152,830 in respect of the year ended 31 December 2018. **(Resolution 1)**
3. To approve payment of Directors' Benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM170,000 from 29 May 2019 until the next Annual General Meeting of the Company. **(Resolution 2)**
4. To re-elect the following Directors retiring pursuant to the Articles of Association of the Company:
Ching Nye Mi @ Chieng Ngie Chay **(Resolution 3)**
Ding Ming Hea **(Resolution 4)**
5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS, to consider and, if thought fit, pass the following Ordinary Resolutions:

6. **Retention of Independent Non-Executive Directors**
 - 6.1 That Dato' Robert Lim @ Lim Git Hooi, DPMP, JP who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. **(Resolution 6)**
 - 6.2 That subject to his re-election as a Director of the Company under Ordinary Resolution No. 3, Ching Nye Mi @ Chieng Ngie Chay who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. **(Resolution 7)**
 - 6.3 That subject to his re-election as a Director of the Company under Ordinary Resolution No. 4, Ding Ming Hea who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company. **(Resolution 8)**

7. Proposed Renewal of Share Buy Back Authority

(Resolution 9)

“That, subject to the Companies Act, 2016, the provisions of the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements (“Main LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy Back”) provided that:-

- i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the sum of the Retained Profits of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy Back; and
- iii) the shares purchased by the Company pursuant to the Proposed Share Buy Back may be dealt with in all or any of the following manner (as selected by the Company):-
 - a) the shares so purchased may be cancelled; and/or
 - b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
 - c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

And that any authority conferred by this resolution may only continue to be in force until:

- i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee 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 and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 2016, the provisions of the Memorandum and Articles of Association of the Company and the Main LR and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities.”

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature (Resolution 10)

“That, subject to the Companies Act, 2016 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies (“Related Parties”) as specified in Section 2.2 of the Circular to Shareholders dated 30 April 2019, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) carried out on an arm's length basis, in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- iv) are not to the detriment of the minority shareholders.

And that the shareholders' mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- ii) the expiration of the period within which the next Annual General Meeting is 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 resolution passed by shareholders in a general meeting before the next Annual General Meeting

whichever is earlier.

And that the Directors of the Company be authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or give effect to the Mandate.”

9. Proposed Adoption of New Constitution of the Company (Special Resolution)

“That approval be and is hereby given for the Company to revoke its existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 30 April 2019 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all act and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

**CHAN YOKE YIN
CHENG GHEE CHENG
CHAN EOI LENG**

Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
30 April 2019

NOTES:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend, speak and vote instead of him/her. A proxy must be 18 years and above.
- b) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- c) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- d) Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the registered office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- f) Depositors who appear in the Record of Depositors as at 17 May 2019 shall be regarded as Member of the Company entitled to attend the Seventeenth Annual General Meeting or appoint one or two proxies to attend, speak and vote on his/her behalf.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1) **Retention of Independent Non-Executive Directors**

In line with the Malaysian Code on Corporate Governance, the Board on the Nominating Committee who has carried out an assessment of the Directors has recommended that Dato' Robert Lim @ Lim Git Hooi, DPMP, JP, Ching Nye Mi @ Chieng Ngie Chay and Ding Ming Hea who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, be retained as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) They fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus they would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- (ii) Their vast experience in their professional knowledge enabled them to provide the Board with a diverse set of experience, expertise and independent judgment.
- (iii) They have performed their duty diligently and in the best interest of the Company as required by the Code as an Independent Director and provide a broader view, independent and balanced assessment of proposals from the management.

2) **Proposed Renewal of Share Buy Back Authority**

Further information on the above Ordinary Resolution is set out in Part A of the Statement/Circular to Shareholders of the Company.

3) **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature**

Further information on the above Ordinary Resolution is set out in Part B of the Statement/Circular to Shareholders of the Company.

4) **Proposed Adoption of New Constitution of the Company**

The Special Resolution proposed under item 9, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act, 2016 and Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and to enhance administrative efficiency. The proposed new Constitution is set out in Part C of the Statement/Circular to Shareholders of the Company.

2018 ANNUAL REPORT

The 2018 Annual Report is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholders within 4 market days from the date of receipt of the request. Shareholders who wish to receive the printed copy of the Annual Report and who require assistance with the viewing of the CD-ROM, kindly contact Madam Cheng at Tel. No.: 605-5451945

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

PROXY FORM

I/We,

NRIC No./Company No..... of

..... being a member of

YNH Property Bhd hereby appoint the following person(s):

Name of proxy & NRIC No.	No. of shares	%
1. _____	_____	_____
2. _____	_____	_____

or failing him/her

1. _____	_____	_____
2. _____	_____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on 28 May 2019 and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Ordinary Business		For	Against
1. The payment of Directors' Fees	Resolution 1		
2. The payment of Directors' Benefits	Resolution 2		
3. The re-election of Directors: Ching Nye Mi @ Chieng Ngie Chay Ding Ming Hea	Resolution 3 Resolution 4		
4. The re-appointment of Auditors and their remuneration	Resolution 5		
Special Business			
5. Retention of Independent Non-Executive Directors: Dato' Robert Lim @ Lim Git Hooi, DPMP, JP Ching Nye Mi @ Chieng Ngie Chay Ding Ming Hea	Resolution 6 Resolution 7 Resolution 8		
6. Proposed Renewal of Share Buy Back Authority	Resolution 9		
7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature	Resolution 10		
8. Proposed Adoption of New Constitution of the Company	Special Resolution		

Please indicate with (✓) how you wish your vote to be cast.

No. of shares held	
CDS Account No.	

Date:

.....

Signature of Shareholder

NOTES:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend, speak and vote instead of him/her. A proxy must be 18 years and above.
- b) A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- c) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- d) Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the registered office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting. All resolutions set out in the Notice of the Meeting are to be voted by poll.
- f) Depositors who appear in the Record of Depositors as at 17 May 2019 shall be regarded as Member of the Company entitled to attend the Seventeenth Annual General Meeting or appoint one or two proxies to attend, speak and vote on his/her behalf.

+If it is desired to appoint another person as a proxy, the words "the Chairman of the Meeting" should be deleted and the name of the proxy should be inserted in block capitals, and the alteration should be initialed.

In the case of a corporation, the proxy must be executed under its Common Seal, or under the hand of a duly authorised officer.



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80 SEN STAMP
(Within Malaysia)

The Secretary

YNH Property Bhd (561986-V)
55A, MEDAN IPOH 1A,
MEDAN IPOH BISTARI,
31400 IPOH, PERAK DARUL RIDZUAN.

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YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

REQUEST FORM

To : The Company Secretary
YNH Property Bhd
55A, Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh
Perak Darul Ridzuan

Tel No. : 05-5474833
Fax No. : 05-5474363
Website : <http://www.ynhb.com.my>

Please send me/us a printed copy of the 2018 Annual Report.

Particulars of Shareholders

Name of Shareholders	
I.C. No./Passport No.	
CDS Account No.	
Correspondence Address	
Telephone No.	

Date :

Signature:



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80 SEN STAMP
(Within Malaysia)

The Secretary

YNH Property Bhd (561986-V)
55A, MEDAN IPOH 1A,
MEDAN IPOH BISTARI,
31400 IPOH, PERAK DARUL RIDZUAN.

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DEFINITIONS

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

Act	: Companies Act, 2016 as amended from time to time and any re-enactment thereof
AGM	: Annual General Meeting
Board	: Board of Directors of YNHP
Bursa Securities Code	: Bursa Malaysia Securities Berhad (635998-W)
Code	: The Malaysian Code on Take-Overs and Mergers 1998
Director	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within preceding 6 months of the date on which terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company, or a chief executive officer of the Company, its subsidiary or holding company.
EPS	: Earnings per share
Main Listing Requirements	: Bursa Malaysia Securities Berhad Main Market Listing Requirements
Major Shareholder	: A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act; and for purposes of the Proposed Shareholders’ Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other company which is its subsidiary or holding company.
NA	: Net assets
Proposed Adoption	: Proposed adoption of New Constitution of the Company.
Proposed Share Buy Back	: Proposed purchase by the Company of up to ten per centum (10%) of its own issued and paid-up share capital.
Proposed Shareholders’	: Proposed renewal of existing shareholders’ mandate for recurrent related party transactions of a revenue or trading nature.
RM and sen	: Ringgit Malaysia and sen respectively.
Recurrent Transactions or Recurrent Related Party Transactions	: Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and in the ordinary course of business.
Related Party(ies)	: A director, major shareholder or persons connected with such director or major shareholder.
Share(s)	: Issued and paid-up ordinary shares in YNHP.
Substantial Shareholder(s)	: Have the meaning given in Section 136 of the Act.
Treasury Shares	: YNHP Shares which have been bought back and retained by the Company in accordance with the Companies Act, 2016 as authorized by the Articles and retained in treasury.
YNHP or Company	: YNH Property Bhd (561986-V)
YNHP Group or the Group	: YNHP and its subsidiaries

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PART A

SHARE BUY-BACK STATEMENT

IN RELATION TO

**PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY
(PROPOSED SHARE BUY BACK)**

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

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

1. INTRODUCTION

At the Sixteenth Annual General Meeting held on 29 June 2018, the Shareholders of the Company approved, inter alia, the Proposed Share Buy Back. The Share Buy Back Authority from Shareholders and the said mandate shall, in accordance with the Main Listing Requirements, expire at the conclusion of the forthcoming AGM which will be held on 28 May 2019.

On 28 February 2019, the Board of Directors of the Company announced the Company's intention to seek a renewal of its shareholders' authorisation for the Proposed Share Buy-Back at the forthcoming AGM.

2. PROPOSED SHARE BUY BACK

Your Directors seek shareholders' approval to purchase up to ten per centum (10%) of the Company's number of issued shares subject to compliance with the provision of the Act, the Main Listing Requirements and/or any other relevant authorities. The actual number of Shares to be purchased, the total amount of funds to be utilized as well as the timing of the Proposed Share Buy Back will be dependent on the market conditions, sentiments at the Bursa Securities, the availability of the retained profits as well as the financial resources available to YNHP Group.

All Shares to be bought back by the Company may be retained as Treasury Shares of the Company or cancelled upon purchase or a combination of both. In the event that the shares to be bought back by the Company are retained as Treasury Shares, the Company may distribute the Treasury Shares as dividend to the shareholders of YNHP or resell the Treasury Shares on the Bursa Securities. The decision of the Board on the above options will be made at appropriate time.

The authorization for the Proposed Share Buy Back will be effective immediately upon the passing of the Ordinary Resolution on the Proposed Share Buy Back at the forthcoming AGM until the earlier of:-

- (i) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; and
- (iii) revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting.

The maximum amount of funds to be allocated for the Proposed Share Buy Back will be subject to the Retained Profits of the Company. The Proposed Share Buy Back will be funded from internally generated funds and/or bank borrowings. As at 31 December 2018, the audited Retained Profits of the Company was RM31,906,670.

The Proposed Share Buy Back is likely to reduce the working capital and cash flow of the Company, the quantum of which depends on the purchase price and the actual number of Shares purchased. However, it is not expected to have a material effect on the working capital and cash flow of its subsidiaries.

The Proposed Share Buy Back shall be executed at purchase prices not exceeding 15% above the weighted average market price of the Shares for the previous five (5) Market Days immediately prior to the purchase. The Treasury Shares arising from the Proposed Share Buy Back shall be resold at prices not less than the weighted average market price of the Shares for the previous five (5) Market Days immediately prior to the resale.

The Treasury Shares so bought back pursuant to Proposed Share Buy Back shall not be entitled to any of the right attached to the existing Shares of the Company as to voting, dividends and participation in other distribution and otherwise are suspended.

The aforesaid Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or of a class of shares in the Company for any purpose including, without limiting the generality of this provision, the provisions of any law or requirement of the Articles of Association of the Company or the Main Market Listing Requirements on substantial shareholdings, takeover, notices, the requisitioning of meetings, the quorum for a meeting and the results of a vote on a resolution at a meeting.

3. RATIONALE AND ADVANTAGE FOR THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back if exercised, is expected to potentially benefit the Company and its shareholders as follows:

- The Company would expect to enhance the EPS of the Group (in the case where the Directors resolve to cancel the Shares so purchased and/or retain the Shares in treasury and the Treasury Shares are not subsequently resold) as the Shares purchased are not taken into account when calculating the number of shares in the Company. The increase in EPS, if any, arising from the Proposed Share Buy Back may have a positive effect on the market price of the Company's Shares. Therefore, long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- If the Shares bought back are kept as Treasury Shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividend to shareholders; and
- The Company may be able to reduce any unwarranted volatility of its Shares and assist to stabilize the supply, demand and price of its Shares in the open market and thereby supporting its fundamental value of its Shares.

The Proposed Share Buy Back is not expected to have any potential material disadvantage to the Company and its shareholders as it will be exercised only after in-depth consideration of the financial resources of the YNHP Group and of the resultant impact on its shareholders. The Directors in exercising any decision on the Proposed Share Buy Back will be mindful of the interest of the Company and its shareholders.

4. **POTENTIAL DISADVANTAGE OF THE PROPOSED SHARE BUY BACK**

The Proposed Share Buy Back will, however temporarily reduce the financial resources of the Group and consequently, may result in the Group foregoing better investment opportunities that may emerge in the future. It may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilized to purchase Shares. In the light of the abovementioned, the Board will consider the interest of the Company and also the interest of the shareholders when undertaking the Proposed Share Buy Back.

However, the disadvantage is mitigated by the prospect that the financial resources of the Group may increase, if the purchased Shares held as Treasury Shares are resold at prices higher than their purchase price.

5. **EFFECTS OF THE PROPOSED SHARE BUY BACK**

5.1 **Share Capital**

The Proposed Share Buy Back will have no effect on the number of issued shares of the Company if the Shares to be bought back by the Company are retained as Treasury Shares or re-sell in the open market.

For illustration purposes and assuming ten per centum (10%) of the number of issued shares of the Company as at 10 April 2019, are purchased and entirely cancelled, the Proposed Share Buy Back will have the following effects on the share capital of the Company:-

	No. of Shares	RM
Issued Capital as at 10 April 2019	528,999,579	528,999,579
Less: Number of shares to be cancelled pursuant to the Proposed Share Buy Back	52,899,958	52,899,958
Issued Capital upon completion of the Proposed Share Buy Back	476,099,621	476,099,621

5.2 **NA**

The Proposed Share Buy Back may increase or decrease the NA per share of the Company depending on the purchase price in comparison to the NA per share of the Company at the time that the purchase is made.

However, it is likely that the Proposed Share Buy Back will reduce the working capital of the Company, with the quantum depending on the purchase prices of the Company's Shares and the actual number of shares bought back.

5.3 **EPS**

Depending on the number of Shares purchased and the purchase prices of the Shares, the Proposed Share Buy Back may increase the earnings per share of the Company. Similarly, on the assumption that the Shares so purchased are treated as Treasury Shares, the extent of the effect on earnings of the Company will depend on the actual selling prices, the number of Treasury Shares resold and the effective gain or interest savings arising.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at 10 April 2019, the number of Shares held by the Directors and Substantial Shareholders of the Company respectively are as follows:-

	Based on Issued Capital as at 10 April 2019 of 528,487,067 Shares (after excluding 512,512 Treasury Shares)				Based on Pro-forma Issued Capital as at 10 April 2019 of 476,099,621 (after excluding 52,899,958 Shares being cancelled) upon completion of Proposed Shares Buy Back			
	Direct Interest	%	Indirect Interest	%	Direct Interest	%	Indirect Interest	%
Name of Directors								
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS ^	127,418,050	24.11	38,419,507 *	7.27	127,418,050	26.76	38,419,507 *	8.07
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT^	23,656,810	4.48	129,838,218 #	24.57	23,656,810	4.97	129,838,218 #	27.27
Dato' Robert Lim @ Lim Git Hooi, DPMP, JP	554,123	0.10	-	-	554,123	0.12	-	-
Ching Nye Mi @ Chieng Ngie Chay	7,231,628	1.37	28 **	0.00	7,231,628	1.52	28 **	0.00
Ding Ming Hea	1,286,677	0.24	-	-	1,286,677	0.27	-	-
Name of Substantial Shareholders								
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS ^	127,418,050	24.11	38,419,507 *	7.27	127,418,050	26.76	38,419,507 *	8.07
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT ^	23,656,810	4.48	129,838,218 #	24.57	23,656,810	4.97	129,838,218 #	27.27

Note

^ Dato' Dr. Yu Kuan Chon and Dato' Yu Kuan Huat are brothers.

* Deemed interested by virtue of his interest in his spouse's interest, Dato' Yu Kuan Huat's interest, Teh Nai Sim's interest and Ling Mooi Hung's interest in YNHP.

Deemed interested by virtue of his interest in his spouse's interest, Dato' Dr. Yu Kuan Chon's interest and Ling Mooi Hung's interest in YNHP.

** Deemed interested by virtue of his interest in his spouse's interest.

7. PUBLIC SHAREHOLDING SPREAD

As at 10 April 2019 the public shareholding spread of the Company was 66.66%. The public shareholding spread is expected to be reduced to 63.00% assuming the Proposed Share Buy Back is implemented in full and all the Shares so purchased are cancelled. However, the Company will ensure that prior to any share buy back exercise, the public shareholding spread of at least 25% is maintained.

8. IMPLICATION ON THE CODE

The Board does not anticipate any implication relating to the Code even the allowed maximum amount of shares are purchased pursuant to the authority granted under the Proposed Share Buy Back.

9. PURCHASE OF THE COMPANY'S SHARES IN THE PREVIOUS TWELVE (12) MONTHS

In the preceding twelve (12) months from 1 April 2018 to 31 March 2019, the Company has not purchased its own Shares.

The number of shares purchased and retained as treasury shares as at 31 March 2019 was 512,512.

10. RESALE OF TREASURY SHARES FOR THE PREVIOUS TWELVE (12) MONTHS

As at 31 March 2019, there are 512,512 shares held as Treasury Shares. The Company has not made any resale of its Treasury Shares during the past twelve (12) months.

11. CANCELLATION OF SHARES FOR THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any cancellation of its own shares in the previous twelve (12) months.

12. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Share Buy Back, the Directors is of the opinion that the Proposed Share Buy Back is in the best interests of the shareholders and the Company and recommend that you vote in favour of the Resolution pertaining to the Proposed Share Buy Back to be tabled at the forthcoming AGM.

13. AGM

The Notice convening the AGM that contains the Ordinary Resolution pertaining to the Proposed Share Buy Back together with the Form of Proxy are enclosed herein.

If you are unable to attend the AGM in person, kindly complete and return the enclosed Form of the Proxy in accordance with the instructions printed therein to the registered office of YNHP, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time fixed for the AGM. The completion, signing and returning of the Form of Proxy will not, however, preclude you from attending and voting at the AGM should you find that you are subsequently able to do so.

This Statement is dated 30 April 2019.

PART B

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

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

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

Registered Office:

55A, Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh
Perak Darul Ridzuan
Malaysia

30 April 2019

Directors

Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS (Chairman/Executive Director)

Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT (Managing Director)

Dato' Robert Lim @ Lim Git Hooi, DPMP, JP (Senior Independent Non-Executive Director)

Ching Nye Mi @ Chieng Ngie Chay (Independent Non-Executive Director)

Ding Ming Hea (Independent Non-Executive Director)

To the Shareholders of YNH Property Bhd

Dear Sirs/Madam

PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the Sixteenth Annual General Meeting held on 29 June 2018, the Shareholders of the Company approved, inter alia, the Proposed Shareholders' Mandate. The said mandate shall, in accordance with the Main Listing Requirements, expire at the conclusion of the forthcoming AGM which will be held on 28 May 2019.

On 28 February 2019, the Board of Directors of the Company announced the Company's intention to seek approval for the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide you with the details of the Proposed Shareholders' Mandate and to seek your approval for the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Details of the Proposed Shareholders' Mandate

Under Paragraph 10.09 of Bursa Malaysia Main Market Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and

- (iii) in a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders and interested persons connected with a director or major shareholder and where it involves the interest of an interested person connected with a director or major shareholder, such directors or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must also ensure that persons connected with them will abstain from voting on the resolution approving the transactions.
- (iv) an immediate announcement is made to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the listed issuer, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.
- (v) issuance of Circular to Shareholders which includes the informations as may be prescribed by Bursa Securities.

The principal activity of YNHP is investment holding whilst its subsidiaries companies are mainly property development, property investment, general contracting and hotel business.

It is anticipated that YNHP Group will, in the normal course of business, enter into transactions with classes of related party set out in Section 2.2. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board is seeking the shareholders' approval for the Proposed Shareholders' Mandate for YNHP Group, to enter into recurrent related party transactions of a revenue and trading nature with the classes of related party set out in Section 2.2 provided such transactions are made at arm's length and on normal commercial terms of YNHP Group and are on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Shareholders' Mandate, if approved by the Company's shareholders at the forthcoming AGM, will continue to be in force until:

- (i) the conclusion of the next AGM of YNHP to be held in the year 2020, whereby which time it will lapse, unless by a resolution passed at the general meeting, the mandate is renewed;
- (ii) the expiration of the period within which the next AGM after the date 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 resolution passed by the shareholders in general meeting;

whichever is the earliest.

Approval from shareholders will be sought for the renewal of the Proposed Shareholders' Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit Committee of the Company.

Disclosure will be made in the annual reports of the Company of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions during the financial year in which the general mandate remains in force.

2.2 Class, Nature and Estimated Value of the Recurrent Related Party Transactions

The Proposed Shareholders' Mandate will apply to the Recurrent Transactions with the following companies and persons:-

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT (YKH)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YKH is the Managing Director and major shareholder of YNHP.	50,000,000	50,000,000	NIL
			15,000,000	15,000,000	3,553,504
			15,000,000	15,000,000	11,618
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS (YKC)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YKC is the Chairman/Executive Director and major shareholder of YNHP.	50,000,000	50,000,000	NIL
			15,000,000	15,000,000	3,546,345
			15,000,000	15,000,000	5,097
Ching Nye Mi @ Chieng Ngie Chay	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Ching Nye Mi @ Chieng Ngie Chay is the Independent Non-Executive Director of YNHP.	15,000,000	15,000,000	NIL
			2,000,000	2,000,000	NIL
			15,000,000	15,000,000	NIL
Ding Ming Hea (DMH)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• DMH is the Independent Non-Executive Director of YNHP.	15,000,000	15,000,000	NIL
			2,000,000	2,000,000	NIL
			15,000,000	15,000,000	NIL
Datin Teh Nai Sim (TNS)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• TNS is the spouse of YKH.	30,000,000	30,000,000	500,000
			3,000,000	3,000,000	4,000
			15,000,000	15,000,000	NIL
Datin Dr. Chan Sow Keng (CSK)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Datin Dr. Chan Sow Keng is the spouse of YKC.	30,000,000	30,000,000	1,286,800
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Yu Chong Hua (YCH)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YCH is the sister of YKH and YKC.	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Chon Moy	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Yu Chon Moy is the sister of YKH and YKC.	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Chon Lan (YCL)	Sales of Property (sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YCL is the sister of YKH and YKC.	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Dr. Yu Choon Sian	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Dr. Yu Choon Sian is the sister of YKH and YKC.	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Choon Sing	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Yu Choon Sing is the sister of YKH and YKC.	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Dr. Yu Chong Choo	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Dr. Yu Chong Choo is the sister of YKH and YKC.	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Dr. Yu Choon Geok	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Dr. Yu Choon Geok is the sister of YKH and YKC.	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Dr. Yu Chuan Choo	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• Dr. Yu Chuan Choo is the sister of YKH and YKC.	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Kai Leun (YK Leun)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YK Leun is the son of YKH.	30,000,000	30,000,000	2,743,300
			5,000,000	5,000,000	26,601
			15,000,000	15,000,000	NIL
Yu Kai Liang (YK Liang)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YK Liang is the son of YKH.	30,000,000	30,000,000	500,000
			5,000,000	5,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Huei Jiun (YHJ)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials	• YHJ is the daughter of YKH.	30,000,000	30,000,000	NIL
			5,000,000	5,000,000	NIL
			15,000,000	15,000,000	NIL
Yu Huei Ying (YHY)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ renovation works and sales of building materials	• YHY is the daughter of YKH.	30,000,000	30,000,000	1,455,500
			5,000,000	5,000,000	4,000
			15,000,000	15,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2019 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Kar Sin Hardware Sdn. Bhd. (KSH)	Rental of equipment and transportation charges Sales of Property Construction works, renovation works and sales of building materials Rental of Property^	<ul style="list-style-type: none"> KSH is owned by: <ul style="list-style-type: none"> (a) YKH (85% equity interest) (b) Ling Mooi Hung (LMH) (12.5% equity interest), who is the sister-in-law of YKH. YKH, YK Leun and YK Liang are the directors of KSH. 	30,000,000	30,000,000	2,148,515
			20,000,000	20,000,000	NIL
			15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
N.A.B. Holdings Sdn. Bhd. (NAB)	Rental of equipment and transportation changes Sales of Property Construction works, renovation works and sales of building materials Rental of Property^	<ul style="list-style-type: none"> NAB is owned by: <ul style="list-style-type: none"> (a) YKH (75% equity interest) (b) LMH (20% equity interest) YK Liang and TNS are the directors of NAB. 	5,000,000	5,000,000	73,398
			30,000,000	30,000,000	NIL
			15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
Yu & Associates	Providing professional legal services Rental of Property received^ Construction works, renovation works and sales of building materials	<ul style="list-style-type: none"> YCL is the sole proprietor of Yu & Associates. 	15,000,000	15,000,000	810,923
			3,000,000	3,000,000	32,579
			15,000,000	15,000,000	NIL
Kar Sin Ready Mix Sdn. Bhd. (KSRM)	Supply of ready mixed concrete and related construction materials Rental of Land^ Rental of equipment and transportation charges Sales of Property Construction works, renovation works and sales of building materials	<ul style="list-style-type: none"> KSRM is owned by: <ul style="list-style-type: none"> (a) YKH (50% equity interest) (b) YKC (50% equity interest) YKH, YK Liang, YHJ and YHY are the directors of KSRM. 	50,000,000	50,000,000	578,880
			2,000,000	2,000,000	50,596
			5,000,000	5,000,000	240,000
			30,000,000	30,000,000	NIL
			15,000,000	15,000,000	NIL
Nor Ding & Co.	Providing professional legal services Sales of Property Construction works, renovation works and sales of building materials	<ul style="list-style-type: none"> DMH is the managing partner of Nor Ding & Co. 	3,000,000	3,000,000	563,500
			5,000,000	5,000,000	NIL
			15,000,000	15,000,000	NIL
Various Promotion Sdn. Bhd. (VPSB)	Purchase of tools and building materials Sales of Property Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> VPSB is owned by: <ul style="list-style-type: none"> (a) TNS (50% equity interest) (b) YK Liang (50% equity interest) TNS and YK Liang are the directors of VPSB. 	5,000,000	5,000,000	226,539
			30,000,000	30,000,000	NIL
			2,000,000	2,000,000	3,545
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Good Intensive Sdn. Bhd. (GISB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> LMH owned 70% equity interest in GISB. LMH is a director of GISB. 	50,000,000	50,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	4,242
			5,000,000	5,000,000	NIL
Halim & Yu Sdn. Bhd. (HYSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> HYSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% equity interest). (b) TNS (50% equity interest). YKH and TNS are the directors of HYSB. 	30,000,000	30,000,000	20,982,475
			5,000,000	5,000,000	NIL
			15,000,000	15,000,000	146,127
			5,000,000	5,000,000	2,531
Mutual Boundary Sdn. Bhd. (MBSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> MBSB is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are the directors of MBSB. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	156,760
			15,000,000	15,000,000	2,032
			5,000,000	5,000,000	NIL
Actual Future Sdn. Bhd. (AFSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> AFSB is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are the directors of AFSB. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	54,354
			15,000,000	15,000,000	6,548
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Pearl Total Sdn. Bhd. (PTSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> PTSB is owned by: <ul style="list-style-type: none"> (a) YHJ (50% of equity interest). (b) YHY (50% of equity interest). YHJ and YHY are the directors of PTSB. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	73,740
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Rapid Synergy Bhd (RSB)	Rental of Property^ Construction works, renovation works and sales of building materials Sales of Property Rental of equipment and transportation charges	<ul style="list-style-type: none"> YKC is Non-Independent and Non-Executive Director of RSB YKH is an Alternate Director to YKC in RSB DMH is Independent Non-Executive Director of RSB YKC and YKH are major shareholders in RSB 	5,000,000	5,000,000	297,350
			15,000,000	15,000,000	NIL
			50,000,000	50,000,000	NIL
			5,000,000	5,000,000	NIL
Rapid Retail Sdn. Bhd. (RRSB)	Rental of Property^ Construction works, renovation works and sales of building materials Sales of Property Rental of equipment and transportation charges	<ul style="list-style-type: none"> RRSB is a wholly owned subsidiary of RSB YKC is a Director of RRSB 	5,000,000	5,000,000	NIL
			15,000,000	15,000,000	NIL
			50,000,000	50,000,000	NIL
			5,000,000	5,000,000	NIL
Good Variety Sdn. Bhd. (GVSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> GVSB is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YHJ (50% of equity interest). YK Leun and YHJ are directors of GVSB. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Blue Ocean Energy Sdn Bhd (BOE)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> BOE is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of BOE. 	50,000,000	50,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Kar Sin Estate Sdn Bhd (KSE)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSE is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSE. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Land Sdn Bhd (KSL)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSL is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSL. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Property Sdn Bhd (KSP)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSP is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSP. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin One Sdn Bhd (KSO)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSO is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSO. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Ace Sdn Bhd (KSA)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSA is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSA. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Arena Innovasi Sdn Bhd (AISB)	Sale of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Joint-Venture Business (Profit sharing) Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> AISB is wholly owned subsidiary of Perumahan Manjung Sdn. Bhd. (PMSB) PMSB is owned by: <ul style="list-style-type: none"> (a) YKH (46.25% of equity interest) (b) YKC (46.25% of equity interest) (c) LMH (5.63% of equity interest) TNS and YK Liang are directors of AISB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			30,000,000	30,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Growth Sdn Bhd (KSG)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSG is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest). (b) YK Liang (50% of equity interest). YK Leun and YK Liang are directors of KSG. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin City Sdn Bhd (KSC)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSC is owned by: <ul style="list-style-type: none"> (a) YHJ (50% of equity interest). (b) YHY (50% of equity interest). YHJ and YHY are directors of KSC. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Premium Sdn Bhd (KSPSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KSPSB is owned by: <ul style="list-style-type: none"> (a) YHJ (50% of equity interest). (b) YHY (50% of equity interest). YHJ and YHY are directors of KSPSB. 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	280,000
			15,000,000	15,000,000	30,091
			5,000,000	5,000,000	NIL
Kar Sin Image Sdn Bhd (KS Image)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Image is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of KS Image 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Kar Sin Bright Sdn Bhd (KS Bright)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Bright is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of KS Bright 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Delight Sdn Bhd (KS Delight)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Delight is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of KS Delight 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Perfect Sdn Bhd (KS Perfect)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Perfect is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of KS Perfect 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Chyne Resort Sdn Bhd (CRSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> CRSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of CRSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Carole House Sdn Bhd (CHSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> CHSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of CHSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Lafayette Resort Sdn Bhd (LRSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> LRSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of LRSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Elit Jernih Sdn Bhd (EJSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> EJSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) TNS (50% of equity interest) YKH and TNS are directors of EJSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Power Sdn Bhd (KS Power)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Power is owned by: <ul style="list-style-type: none"> (a) YKC (50% of equity interest) (b) CSK (50% of equity interest) YKC and CSK are directors of KS Power 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Target Sdn Bhd (KS Target)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Target is owned by: <ul style="list-style-type: none"> (a) YKC (50% of equity interest) (b) CSK (50% of equity interest) YKC and CSK are directors of KS Target 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Eleventh Avenue Sdn Bhd (EASB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> EASB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) YKC (50% of equity interest) YKH and YKC are directors of EASB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Regal Target Sdn Bhd (RTSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> RTSB is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of RTSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Focus Sdn Bhd (KS Focus)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Focus is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of KS Focus 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Fame Sdn Bhd (KS Fame)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Fame is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of KS Fame 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Square Sdn Bhd (KS Square)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Square is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of KS Square 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Kar Sin Dream Sdn Bhd (KS Dream)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Dream is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of KS Dream 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Kar Sin Success Sdn Bhd (KS Success)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> KS Success is owned by: <ul style="list-style-type: none"> (a) YK Leun (50% of equity interest) (b) YK Liang (50% of equity interest) YK Leun and YK Liang are directors of KS Success 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Resort Legacy Sdn Bhd (RLSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> RLSB is owned by: <ul style="list-style-type: none"> (a) YHJ (50% of equity interest) (b) YHY (50% of equity interest) YHJ and YHY are directors of RLSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Tropical Lake View Sdn Bhd (TLV)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> TLV is owned by: <ul style="list-style-type: none"> (a) YHJ (50% of equity interest) (b) YHY (50% of equity interest) YHJ and YHY are directors of TLV 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Six Pack Fitness Center Sdn Bhd (SPFC)	Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> YKH owned 50% of equity interest in SPFC YKH is a director of SPFC 	3,000,000	3,000,000	213,000
			15,000,000	15,000,000	122,597
			5,000,000	5,000,000	NIL
United Allied Commerce Sdn Bhd (UAC)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> UAC is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) YK Leun (20% of equity interest) YKH and YK Leun are directors of UAC 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM to next AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Rantau Juara Sdn Bhd (RJSB)	Sales of Property (Sub-divided land, commercial and residential unit)	<ul style="list-style-type: none"> RJSB is a wholly owned subsidiary of UAC YKH and YK Leun are directors of RJSB 	30,000,000	30,000,000	NIL
	Rental of Property^		3,000,000	3,000,000	NIL
	Construction works, renovation works and sales of building materials		15,000,000	15,000,000	NIL
	Rental of equipment and transportation charges		5,000,000	5,000,000	NIL
Leonard Tan Tong Loong (Leonard)	Sales of Property (Sub-divided land, commercial and residential unit)	Leonard Tan Tong Loong is the son-in-law of YKH	30,000,000	30,000,000	NIL
	Rental of Property^		3,000,000	3,000,000	NIL
	Construction works, renovation works and sales of building materials		15,000,000	15,000,000	NIL
	Rental of equipment and transportation charges		5,000,000	5,000,000	NIL
Caldera Construction Sdn Bhd (CCSB)	Sales of Property (Sub-divided land, commercial and residential unit)	<ul style="list-style-type: none"> Leonard owned 100% of equity interest in CCSB Leonard is a director of CCSB 	30,000,000	30,000,000	NIL
	Rental of Property^		3,000,000	3,000,000	NIL
	Rental of Machinery		5,000,000	5,000,000	1,501,915
	Construction works, renovation works and sales of building materials		15,000,000	15,000,000	130,329
	Rental of equipment and transportation charges		5,000,000	5,000,000	NIL
Caldera Machinery Sdn Bhd (CMSB)	Sales of Property (Sub-divided land, commercial and residential unit)	<ul style="list-style-type: none"> CMSB is owned by: <ol style="list-style-type: none"> YKH (50% of equity interest) Leonard (50% of equity interest) YKH and Leonard are directors of CMSB 	30,000,000	30,000,000	12,600,000
	Rental of Property^		3,000,000	3,000,000	NIL
	Construction works, renovation works and sales of building materials		15,000,000	15,000,000	NIL
	Rental of equipment and transportation charges		5,000,000	5,000,000	413,393

Related Party	Nature of transactions with YNHP Group	Nature of relationship between YNHP Group and the Related Party	Estimated value of transactions from this AGM and is subject to change (RM)	Estimated value as disclosed in the Circular to Shareholders dated 30 April 2018 (RM)	Actual value transacted from 29 June 2018 to 10 April 2019 (RM)
Simbolik Tuah Sdn Bhd (STSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> STSB is owned by: <ul style="list-style-type: none"> (a) YKH (50% of equity interest) (b) YKC (50% of equity interest) YKH and YKC are directors of STSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Zillion Gain Sdn Bhd (ZGSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> ZGSB is owned by: <ul style="list-style-type: none"> (a) YKC (50% of equity interest) (b) YKH (50% of equity interest) YKC and TNS are directors of ZGSB 	15,000,000	15,000,000	NIL
			3,000,000	3,000,000	NIL
			50,000,000	50,000,000	NIL
			10,000,000	10,000,000	NIL
Brave Capable Sdn Bhd (BCSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> BCSB is owned by: <ul style="list-style-type: none"> (a) YHY (50% of equity interest) (b) YK Luen (50% of equity interest) YHY and YK Luen are directors of BCSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL
Smart Miracle Sdn Bhd (SMSB)	Sales of Property (Sub-divided land, commercial and residential unit) Rental of Property^ Construction works, renovation works and sales of building materials Rental of equipment and transportation charges	<ul style="list-style-type: none"> SMSB is owned by: <ul style="list-style-type: none"> (a) YK Liang (50% of equity interest) (b) YHJ (50% of equity interest) YK Liang and YHJ are directors of SMSB 	30,000,000	30,000,000	NIL
			3,000,000	3,000,000	NIL
			15,000,000	15,000,000	NIL
			5,000,000	5,000,000	NIL

^ Tenancies are for terms not exceeding 3 years with rentals payable on monthly basis.

None of the Actual Value of the Transactions has exceeded the Estimated Value by 10% or more

The Recurrent Related Party Transaction in respect of the Sales of Property are subject to the percentage ratio not exceeding 10% as per paragraph 3.3 (a), Practice Note 12.

2.3 Amounts due and owing by Related Parties

As at end of financial year ended 31 December 2018, there is no amount due and owing by the related party to YNHP Group under the Recurrent Related Party Transactions which have exceeded the credit term.

2.4 Rationale and Benefits for the Proposed Shareholders' Mandate

The Recurrent Related Party Transactions entered or to be entered into by YNHP Group are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions and it may be impractical to seek shareholders' approval on a case to case basis before entering into such Recurrent Related Party Transactions. As such, the Board is seeking shareholders' mandate pursuant to Paragraph 10.09 of Bursa Malaysia Main Market Listing Requirements for the Recurrent Related Party Transactions described above to allow YNHP Group to enter into such recurrent transactions. The Proposed Shareholders' Mandate would also reduce substantial administrative time, inconvenience and expenses of having to frequently convene a separate general meeting for approval of each transaction while still maintaining the objective of keeping shareholders informed of the extent of Recurrent Related Party Transactions occurring within YNHP Group.

YNHP Group have a long standing business relationship with the related parties. The Board of YNHP is of the view that the close co-operation and strong working relationship that exist between YNHP Group and various related parties have over the years enabled YNHP Group to benefit from better service and attention that may not otherwise be derived from third parties. These close relationships have allowed for better control of supplies, quality and timeliness of completion of work done or services rendered.

2.5 Review Procedures for the Recurrent Transactions

To ensure that such Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the YNHP Group's usual business practices and policies and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders, the management of YNHP will ensure that the transactions with the related party will only be entered into after taking into consideration the pricing, level of service and quality of product.

The review and disclosure procedures shall include the following:-

- (i) the Related Parties, interested directors and persons connected will be advised that they are subject to the shareholders' mandate and will also be advised of the review and disclosure procedures;
- (ii) records of Recurrent Related Party Transactions will be made available by the management of YNHP to the external auditors, internal auditors and Audit Committee for their review;
- (iii) the external auditors of YNHP Group will review Recurrent Related Party Transactions of a revenue or trading nature as part of the audit programme and report their findings to the Audit Committee;
- (iv) the internal auditors of the YNHP Group will review Recurrent Related Party Transactions of a revenue and trading nature as part of the internal audit programme;
- (v) the management of YNHP will ensure that the Recurrent Related Party Transactions are only entered into after taking into consideration the pricing and level of quality and services rendered. The transaction prices, terms and conditions shall be determined by market forces under similar commercial terms for transactions with third parties;

- (vi) the Audit Committee will review the Recurrent Related Party Transactions and provide a statement that it has reviewed and is satisfied with the review procedures to the extent that the procedures are relevant and sufficient to ensure that such Recurrent Related Party Transactions will be carried out at arm's length and on normal commercial terms which are no more favourable to the Related Party than those generally available to the public and will not be prejudicial to the shareholders;
- (vii) where any director has an interest (direct or indirect) in any Recurrent Related Party Transactions, such director (or his alternate) shall abstain from voting on the matter. Where any member of the Audit Committee is interested in any transaction, that member shall abstain from voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such transactions;
- (viii) disclosure will be made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year. Disclosure will also be made in the annual reports for the subsequent financial years during which the shareholders' mandate remains in force;
- (ix) at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. Where quotations or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be reviewed by the YNHP Group to ensure that the Recurrent Related Party Transaction is not detrimental to the Group; and
- (x) there are no thresholds for approval of Recurrent Related Party Transactions as all the transactions will be reviewed and approved by executive directors and/or senior management.

2.6 Statement by Audit Committee

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all Recurrent Related Party Transactions are appropriate. The Audit Committee also has the authority to delegate this responsibility to such individuals within the Company as it shall deem fit. The Audit Committee will review and ascertain whether the procedures established to monitor Recurrent Related Party Transactions have been complied with at least once a year. If it is determined that the procedures stated in Section 2.5 are inadequate to ensure that (i) the Recurrent Related Party Transactions will be conducted at arm's length and on normal commercial terms and (ii) such transactions are not prejudicial to the interest of the shareholders, the Company will obtain a fresh shareholders' mandate based on the new procedures.

The Audit Committee shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.

The Audit Committee of the Company has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the procedures for Recurrent Related Party Transactions, as well as the annual reviews by the Audit Committee in relation thereto, are sufficient to ensure that Recurrent Related Party Transactions will be made at arm's length and in accordance with YNHP Group's normal commercial terms, not more favourable to the related parties than those generally available to the public and hence, will not be detrimental to the minority shareholders or disadvantageous to YNHP.

The YNHP Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

3. CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon approval obtained from the shareholders of the Company at the forthcoming AGM and is subject to annual renewal.

4. DIRECTORS AND MAJOR SHAREHOLDERS' INTERESTS

Based on the Register of Directors' Shareholdings and the Register of Major Shareholders as at 10 April 2019, the Direct and Indirect Interests of the interested Directors and interested Major Shareholders and Persons Connected to them are as follows:-

Based on Issued Capital as at 10 April 2019 of 528,487,067 Shares (after excluding 512,512 Treasury Shares)						
Name of Directors	Direct Interest		Indirect Interest		Total Interest	
	(A)	%	(B)	%	(A+B)	%
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS (1)	127,418,050	24.11	38,419,507 (5)	7.27	165,837,557	31.38
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT (1)	23,656,810	4.48	129,838,218 (6)	24.57	153,495,028	29.05
Ding Ming Hea	1,286,677	0.24	-	-	1,286,677	0.24
Ching Nye Mi @ Chieng Ngie Chay	7,231,628	1.37	28 (7)	0.00	7,231,628	1.37
Name of Major Shareholders	Direct Interest		Indirect Interest		Total Interest	
	(A)	%	(B)	%	(A+B)	%
Dato' Dr. Yu Kuan Chon, DIMP, PPT, MBBS (1)	127,418,050	24.11	38,419,507 (5)	7.27	165,837,557	31.38
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT (1)	23,656,810	4.48	129,838,218 (6)	24.57	153,495,028	29.05
Name of Persons Connected						
Yu Kuan Seng Deceased (1)	2	0.00	-	-	2	0.00
Datin Teh Nai Sim (2)	1,403,112	0.27	-	-	1,403,112	0.27
Ling Mooi Hung (3)	1,017,056	0.19	-	-	1,017,056	0.19
Datin Chan Sow Keng (4)	12,342,529	2.34	-	-	12,342,529	2.34
Yu Chong Hua (1)	595,356	0.11	-	-	595,356	0.11
Yu Chon Lan (1)	316,987	0.06	-	-	316,987	0.06
Yu Chong Choo (1)	141,761	0.03	-	-	141,761	0.03
Yu Chon Moy (1)	49	0.00	-	-	49	0.00
Yu Chuon Choo (1)	166,808	0.03	-	-	166,808	0.03
Yu Choon Sian (1)	3	0.00	-	-	3	0.00
Yu Choon Geok (1)	43,484	0.01	-	-	43,484	0.01
Leonard Tan Tong Loong (8)	857	0.00	-	-	857	0.00

Note

- Dato' Dr. Yu Kuan Chon, Dato' Yu Kuan Huat, Yu Kuan Seng Deceased, Yu Chong Hua, Yu Chon Lan, Yu Chong Choo, Yu Chon Moy, Yu Chuon Choo, Yu Choon Sian and Yu Choon Geok are siblings.
- Datin Teh Nai Sim is the spouse of Dato' Yu Kuan Huat.
- Ling Mooi Hung is the spouse of Yu Kuan Seng Deceased.
- Datin Chan Sow Keng is the spouse of Dato' Dr. Yu Kuan Chon.
- Deemed interested by virtue of his interest in his spouse's interest, Dato' Yu Kuan Huat's interest, Datin Teh Nai Sim's interest and Ling Mooi Hung's interest in YNHP.
- Deemed interested by virtue of his interest in his spouse's interest, Dato' Dr. Yu Kuan Chon's interest and Ling Mooi Hung's interest in YNHP.
- Deemed interested by virtue of his interest in his spouse's interest.
- Leonard Tan Tong Loong is the son-in-law of Dato' Yu Kuan Huat.

The interested parties in the Proposed Shareholders' Mandate are as set out in Section 2.2 of this Circular.

The interested Directors have abstained and will continue to abstain from Board deliberations and voting pertaining to the Proposed Shareholders' Mandate.

The interested Directors, interested Major Shareholders and/or Persons Connected with them (as disclosed above), which have any interest, direct or indirect, in YNHP, will also abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

The interested Directors and/or interested Major Shareholders (as disclosed above) will undertake to ensure that Persons Connected with them will abstain from voting on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM in respect of their direct and/or indirect shareholdings, if any.

Save as aforesaid, none of the other Directors or Major Shareholders of YNHP and its subsidiaries companies or Persons Connected to these parties have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

5. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, the Directors (save for the Interested Directors, Dato' Dr Yu Kuan Chon, Dato' Yu Kuan Huat, Ding Ming Hea and Ching Nye Mi @ Chieng Ngie Chay who have abstained from giving their opinion and making any recommendation to the Proposed Shareholders' Mandate) are of the opinion that the Proposed Shareholders' Mandate is in the best interests of the shareholders and the Company and recommend that you vote in favour of the Resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

6. AGM

The Notice convening the AGM that contains the Ordinary Resolution pertaining to the Proposed Shareholders' Mandate together with the Form of Proxy are enclosed herein.

If you are unable to attend the AGM in person, kindly complete and return the enclosed Form of the Proxy in accordance with the instructions printed therein to the registered office of YNHP, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time fixed for the AGM. The completion, signing and returning of the Form of Proxy will not, however, preclude you from attending and voting at the AGM should you find that you are subsequently able to do so.

7. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board
YNH PROPERTY BHD

Dato' Robert Lim @ Lim Git Hooi, DPMP, JP
Senior Independent Non-Executive Director

PART C

CIRCULAR TO SHAREHOLDERS

in relation to

**PROPOSED ADOPTION OF NEW CONSTITUTION
OF THE COMPANY
(PROPOSED ADOPTION)**

YNH PROPERTY BHD (561986-V)
(Incorporated in Malaysia)

Registered Office:

55A, Medan Ipoh 1A,
Medan Ipoh Bistari,
31400 Ipoh,
Perak Darul Ridzuan,
Malaysia.

30 April 2019

Directors

Dato' Dr Yu Kuan Chon, DIMP, PPT, MBBS (Chairman/Executive Director)
Dato' Yu Kuan Huat, DPMP, PMP, AMP, PPT (Managing Director)
Dato' Robert Lim @ Lim Git Hooi, DPMP, JP (Senior Independent Non-Executive Director)
Ching Nye Mi @ Chieng Ngie Chay (Independent Non-Executive Director)
Ding Ming Hea (Independent Non-Executive Director)

To The Shareholders of YNH Property Bhd

Dear Sir(s)/Madam,

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 28 February 2019, the Board had announced to Bursa Securities that the Company proposes to seek shareholders' approval for the Adoption of New Constitution of the Company. The purpose of this Circular is to provide the shareholders of the Company with the relevant information on the Proposed Adoption, as well as to seek the approval from the shareholders of the Company for the special resolution under the agenda of Special Business pertaining to the Proposed Adoption to be tabled at the forthcoming AGM of the Company.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ADOPTION.

2. DETAILS OF THE PROPOSED NEW CONSTITUTION

The Board proposes the Adoption of New Constitution taking into account the changes to the new Companies Act, 2016. The details of the Proposed Adoption are set out in Appendix A of this Circular.

3. RATIONALE OF THE PROPOSED NEW CONSTITUTION

The Proposed Adoption is primarily for the purpose of streamlining the Constitution to be in line with the new Companies Act, 2016, the Main Market Listing Requirements, the prevailing statutory and regulatory requirements as well as to update the existing Memorandum and Articles of Association of the Company, where relevant, to render consistency throughout in order to facilitate and further enhance administrative efficiency.

4. EFFECTS OF THE PROPOSED NEW CONSTITUTION

The Proposed Adoption is not expected to have any material effect on the issued share capital, substantial shareholders' shareholdings, net assets, dividend policy, gearing and earnings per share of the Group.

5. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM.

6. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors and substantial shareholders or persons connected with them has any interest, direct or indirect, in the Proposed Adoption.

7. DIRECTORS' RECOMMENDATION

The Board, after 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 the shareholders of the Company vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming AGM.

8. AGM

The notice of AGM that contains the Special Resolution pertaining to the Proposed Adoption had been incorporated into the Information on AGM attached to this Circular.

9. FUTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board
YNH PROPERTY BHD

Dato' Robert Lim @ Lim Git Hooi, DPMP, JP
Senior Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

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

2. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan following the date of this Circular from Mondays to Fridays (except Public Holidays) during business hours up to and including the date of the AGM.

- i) the Company's Memorandum and Articles of Association; and
- ii) the audited financial statements of YNHP for the past two (2) financial years ended 31 December 2017 and 31 December 2018.

THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

YNH PROPERTY BHD
(Company No. 561986-V)

Incorporated on the 18th day of October 2001

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

YNH PROPERTY BHD

(Company No. 561986-V)

INTRODUCTION

1. The name of the Company is YNH Property Bhd. Name of Company
2. The Registered Office of the Company is situated in Malaysia. Registered Office
3. The Company shall have full capacity to carry on or undertake any business or activity and shall for these purposes have the full rights, powers and privileges as contained in the Act, including but not limited to the following objects: Company has unlimited capacity
 - (a) 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, decorating, maintaining, furnishing and fitting up buildings, and by planting, paving, draining, and improving buildings, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, and to sell such buildings either for cash or on instalment basis.
 - (b) To buy or otherwise acquire shares, stocks, debentures, or other securities issued by any other Company to invest upon or without security the moneys of the Company in such manner as may from time to time be determined and to hold any such shares, securities or investments or at any time or times to sell, realise the same and to re-invest the proceeds.
 - (c) To purchase or otherwise acquire for investment land, factories, houses, buildings, plantations and immovable property of any tenure or any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house, or other property of any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not.
4. The objects specified in each of the paragraphs in this Constitution shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expresses in such paragraph), by reference to the objects indicated in any other paragraphs or the name of the Company, but as if each of the said paragraphs defined the objects of a separate, distinct and independent company, provided always that nothing in the Constitution contained shall empower the Company to carry on any life assurance business or the business of Bankers within the meaning of the Financial Services Act 2013.

5. The liability of the Members is limited.

DEFINITION AND INTERPRETATION

6. (a) In this Constitution, unless the context otherwise requires:

Definitions

WORDS	MEANINGS
Act	- the Companies Act, 2016 and or any statutory modification, amendment or re-enactment thereof and any other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
Applicable Laws	- all laws, bye-laws, regulations, rules, orders and/or official directives for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities Laws, the Listing Requirements and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Securities Commission and/or other relevant regulatory bodies and/or authorities.
Article	- any provisions in this Constitution as originally framed as altered from time to time in accordance with the Applicable Laws.
Auditors	- the auditors for the time being of the Company .
Authorised Nominee	- a person who is authorised to act as a nominee as specified under the Rules of the Central Depository.
Board or Board of Directors	- the Board of Directors for the time being of the Company.
CCM	- Companies Commission of Malaysia.
Central Depository	- Bursa Malaysia Depository Sdn. Bhd. or such other names which it may be known from time to time.
Central Depositories Act	- the Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof.
Chairman	- Chairman of the Board of Directors.
Company	- YNH PROPERTY BHD (Company No. 561986-V), the abovenamed company by whatever name from time to time called.
Constitution	- this Constitution as originally framed or as altered from time to time by Special Resolution.
Depositor	- a holder of a securities account established by the Central Depository.
Deposited Security	- a security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.

Directors	- the directors for the time being of the Company and, unless the context otherwise provides or requires, includes an alternate Director.
Dividend Reinvestment Scheme	- a scheme which enables shareholders to reinvest cash dividend into new shares.
Exchange	- Bursa Malaysia Securities Berhad.
Listing Requirements	- the Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.
Market Day	- any day on which there is official trading on the Exchange.
Member or Members	- any person or persons for the time being holding shares in the Company and whose name(s) appear in the Register of Members including a depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee.
Office	- the registered office for the time being of the Company.
Ordinary Resolution	- a resolution passed by a simple majority of more than half of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy as in Section 291 of the Act.
Record of Depositors	- a record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
Register of Members	- the Register of Members of the Company kept pursuant to the Act and unless otherwise expressly stated to the contrary, includes the Record of Depositors.
Rules	- the Rules of the Central Depository and any modifications or amendments to the same that may be made from time to time.
Seal	- the common seal of the Company.
Secretary	- any person or persons appointed to perform the duties of the Secretary of the Company.
Securities	- debenture, notes, stocks and shares in a public company or corporation or bond of any body corporate or incorporate and includes any right or option in respect thereof.
Securities Account	- an account established by the Central Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.

- Shares - shares of the Company.
- Special Resolution - a resolution of which a notice of not less than twenty-one (21) days has been given and passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy as in Section 292 of the Act.
- (b) Unless otherwise defined herein, words and expressions defined in the Act shall when used herein bear the same meanings in this Constitution.
- (c) A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.
- (d) Expressions referring to “writing” or “written” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or makes in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
- (e) Expressions referring to “electronic communications” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the Applicable Laws.
- (f) Unless there be something in the subject or context inconsistent therewith:- Interpretation
- (i) words denoting the singular number only shall include the plural and vice versa;
- (ii) words denoting the masculine gender only shall include the feminine and neuter gender and vice versa;
- (iii) words denoting persons shall include firms, partnership, companies and corporations; and
- (iv) the abbreviation “RM” or “Ringgit Malaysia” means the lawful currency of Malaysia
- (g) Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meanings:
- (i) Any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution; and
- (ii) The headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein.

- (h) The reference to “**any act or thing done**” includes, but is not limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated power), the execution of a document or the appointment or removal of any person from an office or position.
7. Subject to the provisions of the Act and any other written laws and the Constitution, the Company shall be capable of exercising all the functions of a body corporate and have the full capacity to carry on or undertake any business or activity or do any act or enter into any transaction with the full rights, powers and privileges for the purposes of carrying out the objects as specified under Article 3 or otherwise permitted by law.

Capacity and Powers of the Company

SHARES

8. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
9. Subject always to the provision under Article 8 hereof, the Company shall have the power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.
10. Without prejudice to any rights’ previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, Applicable Laws and to the provisions of any resolution of the Company, the shares shall be under the control of the Directors who may issue, allot or otherwise dispose of such shares to such persons at such price, on such terms and conditions, with such preferred, deferred or other special rights and subject to such restrictions and at such times as the Directors may determine PROVIDED ALWAYS that:
- (a) Except in the case of an issue of shares on a pro-rata basis to Members or pursuant to a Dividend Reinvestment Scheme, no Director shall participate in a share issuance scheme or other convertible securities of the Company unless the Members in a meeting of Members have approved the specific allotment to be made to such Director.
- (b) The right attaching to shares of a class other than ordinary shares shall be clearly expressed in the resolution creating the same.
- (c) Shares shall not be issued to transfer a controlling interest in the Company without the prior approval of Members in a meeting of Members.
11. Subject to the provision of Applicable Laws and the provisions of this Constitution and without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, any preference shares may with the sanction of an Ordinary Resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed and unless with the consent of the existing preference shareholders at a class meeting, the Company shall not issue further preference shares ranking in priority over preference shares already issued, but may issue preference shares ranking equally therewith.
- (a) A holder of preference shares shall have the same rights as a holder of ordinary shares as regards to receiving notices, reports and audited financial statements and attending meetings unless otherwise specified in the terms of the preference shares.

Class of Shares

Alteration of share capital

Allotment of shares

Preference shares

- (b) A holder of preference share shall only have the right to vote at the meetings of Members in each of the following circumstances:
- (i) when the dividend or part of the dividend on the share is in arrears for more than 6 months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the preference shares;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company.
12. The repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholders' rights shall only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing obtained from the holders of seventy five per centum (75%) 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. Repayment of Preference Capital
13. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the written consent in writing representing not less than seventy five per centum (75%) of the total voting rights of the shareholders in that class, or with the sanction of a Special Resolution passed by shareholders at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary. Modification of class rights
14. 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. Ranking of class rights
15. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate 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 the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equivalent thereto. 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 either directly/indirectly. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission on subscription of shares

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| 16. | 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 the amount 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 share 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 |
| 17. | If two (2) or more persons are registered as joint holders of any share, any one (1) of such persons may give effectual receipts for any interest or returns, dividends or other moneys payable in respect of such share. | Receipts of Joint holders |
| 18. | Except as required 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 recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by this Constitution or by law otherwise provided) 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 |
| 19. | All new issues of securities by the Company for which listing is sought shall be made 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 the Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottee. | New Issue of Securities |
| 20. | Subject to the provisions of Applicable Laws, the Company may issue share certificates or jumbo certificates under the share seal or Seal of the Company on such terms and in such form as the Directors may from time to time prescribe PROVIDED ALWAYS that such certificates shall comply with all security features, size and other requirements prescribed by the Exchange or any stock exchange on which the shares of the Company are listed. Every certificate shall bear the manuscript or facsimile signature (or some other mechanical or electronic or such other means as specified by the Directors from time to time in a resolution) of at least one (1) Director and a second Director or the Secretary or some other person nominated by the Directors for the purpose, and shall specify the number and class of shares. | Share certificates |

CALL ON SHARES

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| 21. | The Board may from time to time make calls upon the Members as the Board may think fit in respect of any amount unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times. Each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date, time or times and place of payment except in the case of calls payable at fixed times pursuant to the conditions of allotment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. | Directors may make calls |
| 22. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Any call may be made payable either in one sum or by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any). | When call deemed made |

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| 23. | The Joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof. | Liability of Joint holders |
| 24. | 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 Board may determine, but the Board shall be at liberty to waive payment of the interest wholly or in part. | Interest on unpaid calls |
| 25. | Any sum which by the terms of issue of a share is made 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 fixed for payment, 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 such sum were a call duly made and notified as hereby provided. | Sums payable on Allotment deemed a call |
| 26. | The Board may, 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 |
| 27. | The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the money payable in respect of any shares held by him beyond the amount of the calls actually made thereon and upon all or any part of the money so advanced, the Company may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding eight per centum (8%) per annum (unless the Company in a meeting of Members shall otherwise directs) as may be agreed upon between the Board 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 |

LIEN

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| 28. | The Company shall have a first and paramount lien on every share (not being a fully paid share), such lien to be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay and has paid in respect of the shares of Member or deceased Member. The Company's lien, if any, on a share shall extend to all dividends payable thereon and other moneys payable thereon or in respect thereof. The Board may at any time declare any share to be wholly or in part exempted from the provisions of this Article. | Company's lien on shares |
| 29. | The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforce by sale of shares |
| 30. | To give effect to any such sale, the Board may authorise that the transfer of the shares sold be credited into the Securities Account of the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he 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 and the remedy of the former holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in the damages only. | Directors may effect transfer |

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| 36. | Subject to the provisions of Applicable Laws and restrictions of this Constitution, any Member may transfer all or any of his shares by instrument in writing in the form prescribed under the Applicable Laws and approved by the Exchange, as the case may be. | Transfer in writing |
| 37. | Subject to the Central Depositories Act and the Rules, the instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. | Transferor's right |
| 38. | Subject to the provisions of Applicable Laws, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) Days in aggregate in any calendar year. Ten (10) Market Days' notice (or such other period as may from time to time be prescribed by the Exchange or any stock exchange on which the Company's shares are listed) of intention to such suspension or closing of the Register of Members shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange stating the period and the purpose for the suspension or closing of the Register of Members. | Suspension of Registration of Transfers |

In accordance with the Central Depositories Act and the Rules, the Company shall give written notice to the Central Depository of the suspension or closing of the Register on Members, to enable the Central Depository to prepare the appropriate Record of Depositors.

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| 39. | Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members as the address of the member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. | Disposal of shares of members whose whereabouts is unknown |
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If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the member remains unknown, the Company may cause the shares held by member in the Company to be transferred to the Minister charged with the responsibility for finance.

TRANSMISSION OF SECURITIES

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| 40. | In the case of the death of a Member, the legal representatives of the deceased Member shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been held by him. | Death of member |
| 41. | Subject to these Articles and the Rules, any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and Central Depository as hereinafter provided, elect either to be registered himself as a Member in respect of such shares or to have some person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. | Share of deceased or bankrupt member |

42. If the person so becoming entitled elects to be registered himself, he shall, subject to the Rules, deliver or send to the Central Depository a request for the transfer of the shares to his securities account. If he elects to have another person registered, he shall, subject to the Rules, deliver or send to the Central Depository a request for transfer of the shares to that person's securities account. All the limitations, restrictions and provisions of these Articles and the Rules relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such request and transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the request for transfer were signed by that Member.

Notice of election

43. 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 in that behalf, and upon registration as a Member, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of Members or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

Person entitled or may receive dividend, etc.

TRANSMISSION OF SHARES FROM FOREIGN REGISTER

44. 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;

Transmission from foreign register

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 SHARES

45. If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Board 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 at the rate which the Board may determine from time to time from the date appointed for the payment, on the money, for the time being unpaid if the Board thinks fit to enforce payment of such interest or compensation which may have accrued.

Notice requiring payment

46. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

Particulars in notice

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

Forfeiture

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| 48. | A share so forfeited shall become the property of the Company and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board thinks fit. | The Board may cancel forfeiture |
| 49. | 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 moneys which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest or compensation at the rate of eight per cent (8%) per annum or such other rate as may be allowed under the Applicable Laws and determined by the Board to be calculated from the date of forfeiture on the money for the time being unpaid if the Board thinks fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability of member in respect of forfeited shares |
| 50. | The forfeiture of a share shall at the time of forfeiture result in the termination of all interests in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights, liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. | Termination of interest |
| 51. | A statutory declaration in writing that the declarant is 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 therein stated as against all persons claiming to be entitled to the share. | Evidence of forfeiture |
| 52. | The Company may receive the consideration, if any, given for a forfeited share on any sale, re-allotment or disposition thereof and may execute the transfer of the share in favour of the person to whom the share is sold or disposed of and he shall be registered as the shareholder and shall not have 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. 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 entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs. | Procedure for sale of forfeited shares |
| 53. | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Non payment of sums due on issue of shares |
| 54. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall be given within fourteen (14) days of such forfeiture to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the shares. | Notice of Forfeiture |

CONVERSION OF SHARES INTO STOCK

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| 55. | The Company may by Ordinary Resolution passed at a meeting of Members convert any paid-up shares into stock or re-convert any stock into paid up shares of any denomination. | Conversion to be at meeting of Members |
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| 56. | The stockholders may transfer the same or any part thereof in the same manner and subject to the same in this Constitution and subject to which the shares from which the stock arose might, before the conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. | Transfer of stock |
| 57. | The stockholder 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 Members and other matters as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of the stock which would not, if existing in shares, have conferred that rights, privileges or advantages. | Participation of stockholders |
| 58. | All such provisions of these Articles as are applicable to paid up shares shall apply to stock and the words “ share ” and “ Member ” therein shall include “ stock ” and “ stockholder ” respectively. | Definition |

INCREASE OF CAPITAL

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| 59. | 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 by the resolution authorising such increase directs. | Power to increase capital |
| 60. | Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kinds, 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 meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may 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 Board, be conveniently offered under this Article. | Issue of New Shares |
| 61. | Except so far as otherwise provided by the conditions of issue in this Constitution, any share capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. | Ranking of New Shares |

ALTERATION OF CAPITAL

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| 62. | The Company may by Ordinary Resolution: | Power to Alter Capital |
| | (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; | |

- (b) subdivide its share capital or any part thereof into shares of smaller amount than is fixed by this Constitution by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that as between the resulting shares, one (1) or more of such shares may, by the resolution by which such subdivision is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares;
- (c) cancel shares which at the date of the passing of the Resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (d) subject to the provisions of this Constitution and the Act, convert and/or re-classify part or all of an existing class or classes of shares into any other class of share.
63. The Company may by Special Resolution reduce its shares capital in any manner permitted or authorized under and in compliance with Applicable Laws. Power to reduce capital
64. Subject to the provisions of Applicable Laws, the Company may with the sanction of an ordinary resolution of the Members in a meeting of Members, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, purchase its own shares on such terms and conditions as the Directors may deem fit in the best interest of the Company. Share Buy Back
- GENERAL MEETINGS/MEETINGS OF MEMBERS**
65. The Company shall in every calendar year, at such time and place as may be determined by the Directors, hold an annual general meeting in addition to any other meetings in that year, 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. Annual General Meeting
66. All meetings of Members other than annual general meetings shall be called Meeting of Members or Extraordinary General Meetings. Other General Meetings
67. The Directors may, whenever they think fit convene a meeting of Members. Any Member holding at least ten per centum (10%) of the issued share capital of the Company may also convene a meeting of Members in the same manner as nearly as possible as that in which meetings of Members may be convened by the Directors. The Members representing at least ten per centum (10%) of the paid up capital of the Company (excluding any paid up capital held as treasury shares) carrying the right of voting at meetings of Members, may require the Directors to convene a meeting of Members in accordance with the Act. Power to convene meeting of Members
68. The meeting of Members may be held at more than one (1) 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. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum. The main venue of the meeting shall be in Malaysia and the chairman shall be present at that main venue of the meeting. Meetings of Members at Two (2) or more venues

69. (a) All meetings of Members shall be held at such time, day and place as the Directors shall determine. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meetings shall specify the place, day and hour of the meeting, and shall be given to
- Notice of meeting
- (i) all shareholders (other than those who under the provisions of these Articles of the terms of issue if the shares held by them are not entitled to receive notices of general meetings of the Company);
 - (ii) the Auditors for the time being of the Company;
 - (iii) the Directors of the Company; and
 - (iv) every stock exchange on which the Company is listed.
- at least fourteen (14) days before the meeting or at least twenty-one (21) before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the meeting day for which it is given.
- (b) 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.
 - (c) At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange and each stock exchange on which the Company is listed.
 - (d) Every notice convening a meeting to consider a special resolution shall state the intention to propose such resolution as a special resolution.
70. A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 69 be deemed to be duly called if it so agreed:
- Consent to Short Notice
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
 - (b) in the case of any other meetings, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five (95) per cent in the total number of the shares having a right to attend and vote at the meeting (excluding any shares in the Company held as treasury shares).

71. The Company shall request the Central Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Central 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”).
- Record of Depositors
- 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.
72. Subject always to the provisions of the Act, all business that are transacted at a meeting of Members of which notice has been given in the notice convening the meeting and all business that are transacted at an annual general meeting of which notice has been given as foresaid shall be deemed special, with the exception of:
- Business at meetings
- (a) laying of audited financial statements and reports of the Directors and Auditors;
 - (b) the election of Directors in place of those retiring;
 - (c) the appointment and fixing of the fees and benefits of Directors; and
 - (d) the appointment and fixing the remuneration of the Auditors in accordance with the Act.
73. In every notice calling a meeting of Members, there shall appear with reasonable prominence a statement that a Member (including the Authorised Nominee) entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead and that a proxy need not be a Member of the Company. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy respectively.
- Member’s right to appoint proxy to speak
74. 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
75. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give them notice thereof before the meeting, in any manner allowed by these Articles, not less than fourteen (14) days’ notice or twenty-one (21) days’ notice in the case where any special resolution is to be proposed or where it is an annual general meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Article shall be deemed to be properly given.
- Special Notice

PROCEEDINGS AT GENERAL MEETINGS/MEETINGS OF MEMBERS

76. All Directors shall be entitled to attend and speak at general meetings of the Company. Directors to attend General Meetings
77. No business shall be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy or attorney or authorised representative entitled to vote shall be a quorum. For the purposes of this Constitution, "Member" includes a person attending as a proxy or representing a corporation which is a Member. Quorum
78. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the Members present shall be a quorum. Adjournment
79. The Chairman of the Board (if any) or, in his absence, the Deputy Chairman of the Board (if any) shall preside as Chairman at every general meeting of the Company. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of the Directors to act as Chairman of such meeting, or if only one (1) Director is present, he shall preside as the Chairman if he is willing to act. If no Director is present, or if each of the Directors present declines to take the Chair, the members present in person or by proxy and entitled to vote shall elect one (1) of their own members to be Chairman at such meeting. The election of the chairman shall be by a show of hands. However, a proxy shall not be eligible for election as chairman of the meeting. Chairman of General Meeting
80. 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 in the same manner 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. Adjournment with consent of meeting
- 81 (a) Subject to any express requirement in the Listing Requirements, all resolutions put to the vote of the meeting at any general meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands): Modes of Voting
- (i) by the Chairman of the meeting;
 - (ii) by at least two (2) members present in person or by proxy;
 - (iii) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all members having the right to vote at the meeting, excluding any voting rights attached to any shares in the Company held as treasury shares; or

- (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right, excluding shares in the Company conferring a right to vote on the resolution which are held as treasury shares.

Provided that no poll shall be demanded on the election of chairman of a meeting or on any question of adjournment.

A proxy shall be entitled to vote on a show of hands on any questions at any general meeting.

- (b) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

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| 82. | The instrument appointing a proxy to vote at a general meeting shall be deemed also to confer authority to demand, or join in demanding a poll and, for the purpose of the last preceding Article, a demand by a person as proxy shall be the same as a demand by the Member. | Deemed Authority to Demand Poll |
| 83. | (a) If a poll is duly demanded it shall be taken in such manner (including the use of a ballot or voting papers or tickets) and either at once or after an interval or adjournment or otherwise as the Chairman directs (not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded) and the result of the poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. | How a poll is to be taken |
| | (b) The demand for a poll shall not prevent the continuance of meeting for the transaction of any business other than the question on which a poll has been demanded. | Continuance of Meeting |
| | (c) The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately. | Withdrawal of demand for Poll |
| 84. | If any votes shall have been counted which ought not to have been counted, or which might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or at any adjournment thereof as the case may be, it is of sufficient importance to vitiate the result of the voting. | Error in Count of Votes |

VOTES OF MEMBERS

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| 85. | In the case of an equality of votes, whether on a show of hands or 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. | Casting Vote by Chairman |
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86. (a) A member shall be entitled to be present and to vote on any question, whether personally or by proxy or by attorney, at any general meeting or upon a poll or to be reckoned in a quorum at any general meeting in respect of any fully paid share or of any shares upon which all calls due and payable to the Company shall have been paid. No Member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. Voting rights of Members
- (b) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a Member or a Member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way. Voting rights on show of hands and poll
87. (a) Where a Member of the Company is an exempt authorised nominee, as defined under the Central Depositories Act who is exempted from compliance with the provisions of Subsection 25A(1) of the Central Depositories Act, of which holds 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 Exempt Authorised Nominee
- (b) Where an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of the shareholding to be represented by each proxy.
88. (a) Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorised a person or persons as it thinks fit to act as its representative or representatives either at a particular meeting of the Company, or at all meetings of the Company or any class of Members. The person so authorised shall 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 which he represents as that corporation could exercise if it were an individual Member of the Company. A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be. Corporate Representative
- (b) A Member shall be entitled to appoint up to two (2) corporate representatives.
- (c) If the corporation authorizes more than one person as its representative:
- (i) every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representatives was an individual member of the company;
- (ii) and more than one of the representatives purport to exercise the power under (i), then
- if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
 - if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.

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| 89. | If two (2) persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the Meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other registered holder of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members. | Votes of Joint Holders of Shares |
| 90. | Any 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, receiver, curator bonis or other legal guardian or such other person who properly has the management of his estate. Any one of such persons may vote either personally or by proxy or by attorney PROVIDED THAT such evidence as the Directors may require of the authority of the person claiming the right to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. | Votes of member of unsound mind |
| 91. | The legal personal representative of a deceased member or the person entitled under Articles 40 to 43 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that at least forty-eight (48) hours before the time holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. | Deceased Member |
| 92. | 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 shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. | Objection to qualification of voter |

PROXIES

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| 93. | The instrument appointing a proxy shall be in writing in such form as the Directors may from time to time prescribe or approve. | Form of proxy |
| 94. | The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age. | Instrument appointing proxy to be in writing |
| 95. | A member may appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting PROVIDED ALWAYS that where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. | Appointment of not more than Two (2) Proxies |
| 96. | The instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. | Deposit of Instrument appointing a proxy |

97. 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 of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at their Office before the commencement of the meeting or adjourned meeting or, in the case of a poll, before the time appointed for the taking of the poll at which the instrument is used.

Validity of votes
by Proxy

98. (a) Subject to Applicable Laws, the Directors may accept any appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Article and shall not be subject to the requirements of this Constitution.

Appointment of
proxy via
electronic
communication

(b) For the purposes of this Article, the Directors may require such reasonable evidence they consider necessary to determine:

(i) the identity of the Member and the proxy; and

(ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.

(c) Without prejudice to this Article, the appointment of a proxy by electronic communication shall be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:

(i) notice calling the meeting;

(ii) instrument of proxy sent out by the Company in relation to the meeting; or

(iii) website maintained by or on behalf of the Company.

(d) An appointment of proxy by electronic communication shall be received at the electronic address specified by the Company pursuant to this Article at least forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(e) An appointment of proxy by electronic communication which is not made in accordance with this Article shall be invalid.

DIRECTORS

99. (a) All the Directors of the Company shall be natural persons of at least eighteen (18) years of age. Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) nor more than fifteen (15).

Number of
Directors

(b) The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Directors to be appointed to the Board of Directors and may also determine in what rotation the increased or reduced number is to retire from office.

Increase or
reduction of
number of
Directors

(c) The first directors of the Company were Fairuzzita binti Mohd Foad and Zainudin bin Koming.

First Directors

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| 100. | The Directors shall have power at any time, and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. | Casual Vacancy/
Power to add
Directors |
| 101. | The shareholding qualification for Directors may be fixed by the Company in a meeting of Members and until so fixed, no shareholding qualification for Directors shall be required. | Directors' qualification |
| 102. | (a) 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. Provided always that all 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. | Retirement of
Directors |
| | (b) An election of Directors shall take place each year. The Directors to retire in every 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. | |
| 103. | (a) The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. | Filing of vacancy
of retired Directors |
| | (b) Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected as Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. 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-elected. | Retiring Directors
deemed
re-appointed |
| 104. | No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him, 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 registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Election to Office
of Director |
| 105. | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. | Motion for more
than One (1)
Director |

106. Subject to the Act, the Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person as Director in his stead. A person so appointed 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.
- Removal of
Directors
107. The fees and benefits payable to the Directors shall be approved annually by ordinary resolution of the shareholders passed at a general meeting of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:
- Directors' Fee and
Benefits
- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
 - (c) fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
 - (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
108. (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- Reimbursement of
Expenses
- (b) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director, in particular without limiting the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing way from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged provided always that the extra remuneration payable to:
- (i) a non-executive Director shall not be by way of commission on or percentage of profits or turnover; and
 - (ii) an executive Director shall not include a commission on or percentage of turnover.

109. The office of a Director shall become vacant if the Director:

Vacation of Office
of Directors

- (a) (not being the Chief Executive Officer or the Managing Director holding office as such for a fixed term) resigns his office by notice in writing given to the Company and deposited at the Office;
- (b) retired in accordance with the Act or this Constitution and is not re-elected;
- (c) is removed from office of Director by resolution of the Company in general meeting of which special notice has been given in accordance with the Act or this Constitution;
- (d) becomes disqualified from being a Director under section 198 or 199 of the Act;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
- (f) becomes bankrupt;
- (g) dies; or
- (h) is absent from more than fifty per centum (50%) of the total Board of Directors' meetings held during a financial year save and except in circumstances where the Exchange has granted a waiver or exemption to such Director from complying with this requirement. A Director shall be deemed to be present at a Directors' Meeting if his attendance is by tele-conferencing or video-conferencing or such other electronic means.

A Director shall not resign or vacate his office if by his resignation or vacation of office the number of Directors of the Company is reduced below TWO (2). Any purported resignation or vacation of office by a Director in contravention of this Article shall be deemed to be ineffective unless a person is appointed in his place.

POWERS AND DUTIES OF DIRECTORS

110. The business and affairs of the Company shall be managed by, or under the direction of the Board. The Board shall have all powers necessary for managing, directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act, the Applicable Laws and the Company's Constitution, and may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in a meeting of Members, subject, nevertheless, to the Applicable Laws, to any provisions of this Constitution, to the provisions of the Act and to such regulations, being not inconsistent with the Applicable Laws, this Constitution or the provisions of the Act as may be prescribed by the Company in a meeting of Members but no regulation made by the Company in a meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Business of
Company to be
managed by
Directors

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| 111. | The Directors shall not without the prior approval of the Company in general meeting: | Powers of Directors |
| | (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; | |
| | (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; and | |
| | (c) enter into any arrangement or transaction with a Director of the Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value. | |
| 112. | (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party PROVIDED ALWAYS that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or any of its subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party. | Directors' Power to Borrow Mortgage, Charge etc. |
| | (b) The Directors shall cause a proper register to be kept in accordance with Section 362 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein and otherwise. | Register of Mortgages and Charges |
| | (c) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. | Indemnity to Secure Personal Liability |
| 113. | The Board may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any subsidiary of the Company and the widow, family or dependants of any such person. The Board may also subscribe to any association or fund which they consider to be for the benefit of the Company or any subsidiary of the Company or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses of any such persons 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 a meeting of Members. | Pension, Superannuation Fund etc. |
| 114. | 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 discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors 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. | Appointment of Attorneys |

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| 115. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine. | Cheques,
Promissory Notes
and etc. |
| 116. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established PROVIDED ALWAYS that Sections 221 and 228 and all other relevant provisions of the Act and these Articles are complied with. | Holding by
Directors of Other
Office |
| 117. 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 the auditor of the Company. | Professional
Services by
Directors |
| 118. A Director shall at all time exercises his power for a proper purpose, in good faith and in the best interest of the Company and shall act honestly and use reasonable care, skill and 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 and use
reasonable care,
skill and diligence |

PROCEEDINGS OF DIRECTORS

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| 119. The Third Schedule of the Act shall not apply to the Company except where the same is repeated or contained in this constitution. | Third Schedule
excluded |
| 120. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any of the Directors may at any time and the Secretary shall on his requisition summon a meeting of the Directors. | Meeting of
Directors |
| 121. (a) Unless otherwise determined by the Board from time to time, at least seven (7) days' notice of all Directors' Meetings may be given either by hand, post, telephone, facsimile, electronic mail or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia, except in the case of an emergency and where reasonable, notice of every Directors' meeting shall be given in writing. It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia that is registered with the Company, notice of a meeting of the Directors by hand or by post. | Notice of
Directors' Meeting |
| (b) Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Directors' meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic mail or other form of electronic communications or if sent by post, on the day on which a properly stamped letter containing the notice is posted. | |

122. A meeting of the Directors may be held by any of the following methods:

Methods of
holding Directors'
Meeting

- (a) A number of Directors who constitute a quorum, physically present at a place, day, date and time appointed for holding the meeting; or
- (b) Contemporaneous linking together by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communications or instantaneous telecommunication device by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- (c) A combination of both methods (a) and (b) above.

Subject to Applicable Laws, the contemporaneous linking together by electronic means or instantaneous telecommunication device of the Directors (or their alternates) wherever in the world they are, shall be deemed to constitute a meeting of the Directors, as long as:

- (a) notice of meeting has been given to the Directors;
- (b) the quorum of Directors is met;
- (c) at the commencement of the meeting each Director acknowledges the presence thereof to all the other Directors taking part and such participation shall be deemed to be present in person;
- (d) each Director taking part in this meeting by any electronic means or instantaneous telecommunication device must be able to hear and/or see as the case may be, each of the other Directors taking part throughout the duration of the meeting;
- (e) all information and documents are made equally available to all participants prior to or during the meeting;
- (f) a Director present at the commencement of the meeting do not leave the meeting by disconnecting his electronic device or instantaneous telecommunication device and he will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting unless he has expressly obtained the Chairman's consent to leave the meeting; and
- (g) the meeting shall be deemed to have been conducted validly notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the Directors during the disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

Minutes of the proceedings of the Board held and conducted by electronic means or instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if confirmed as correct by the Chairman of the meeting.

123. (a) The quorum necessary for the transaction of the business of the Directors shall be fixed by the Board from time to time and unless so fixed, the quorum shall be TWO (2) PROVIDED ALWAYS that an alternate Director so present at the Meeting shall be counted for the purpose of the quorum if his appointer Director is not present thereat. Quorum of Directors' Meeting
- (b) A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Board generally.
124. The Directors may from time to time elect and remove a Chairman and if desired, a Deputy Chairman of the Board and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman or, in his absence, the Deputy Chairman shall preside as chairman at meetings of the Directors but if no such Chairman or Deputy Chairman was elected 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. Chairman of Board
125. Subject to this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a decision of the Board. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, in the case of an equality of voters and 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 casting vote. Chairman's Casting vote
126. The continuing Directors or sole continuing Director may 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 a Directors' meeting, the continuing Directors or Director, except in an emergency, may act only for the purpose of increasing the number of Directors to that minimum number or summoning a meeting of Members. Number of Directors below minimum
127. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of his interest in accordance with the provisions of the Act. Save as herein provided, a Director shall not participate in any discussion or vote in respect of any contract or proposed contract or arrangement or any other proposal whatsoever in which he has directly or indirectly an interest otherwise than by virtue of his interests in the securities of or otherwise in or through the Company. A Director shall, notwithstanding his interest, be counted in the quorum for any meeting where a decision is to be taken upon any contract or proposed contract or arrangement in which he is in any way interested. Disclosure of Interest and Restriction on Discussion and Voting
128. Notwithstanding Article 127, a Director may vote in respect of: Power to vote
- (a) any arrangement for giving the Director himself or any other 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
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

129. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise 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 benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as director of such other corporation in such manner and in all respects as he may think fit (including the exercise thereof in favour of any resolution appointing him as director or other officer of such corporation) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or is about to be, appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid PROVIDED ALWAYS that he has complied with Section 221 and all other relevant provisions of the Act and of this Constitution.

Directors' directorship or interest in other corporations

ALTERNATE DIRECTOR

130. (a) A Director may appoint a person (approved by a majority of his co-directors) to act as his alternate Director PROVIDED THAT such person is not a director of the Company and such person does not act as an alternate Director for more than one director of the Company. Any fee paid by the Company to the alternate Director shall be deducted from that Director's remuneration.
- (b) Any appointment of an alternate Director may be revoked at any time by:
- (i) the appointer by notice in writing and delivered to the Secretary of the Company by hand, post, facsimile or in any other form or manner, electronic or otherwise, as approved by the Board; or
- (ii) a majority of the Directors.
131. (a) An alternate Director shall ipso facto cease to be an alternate Director if his appointer for any reason ceases to be a Director.
- (b) If a Director retires at a meeting of members and is re-elected or pursuant to this Constitution, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointer's retirement shall continue to operate after such re-election as if the appointer had not so retired.
132. (a) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings and to attend, speak and vote at any such meetings at which his appointer is not present PROVIDED THAT such attendance shall not be regarded for the purpose of Article 109 (c).
- (b) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

Appointment or Removal of an alternate director

Rights of An Alternate Director

CHIEF EXECUTIVE OFFICER OR MANAGING DIRECTOR

133. (a) The Board may from time to time appoint a person to perform the functions of a chief executive who shall carry the designation of Chief Executive Officer or Managing Director or such other designation on such terms as the Board thinks fit. The Board may vest in such person the necessary powers as the Board thinks fit for the discharge of his duties, subject to the control of the Board. Appointment
- (b) The remuneration of a Chief Executive Officer or Managing Director shall be fixed by the Board and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement. Remuneration
- (c) A Chief Executive Officer who is also appointed as a Director or the Managing Director, shall, subject to any contract between him and the Company, be subject to the same provisions as to retirement, resignation and removal as the other directors of the Company and if he ceases to hold office of Director from any cause, he shall, ipso facto and immediately, cease to be the Chief Executive Officer or Managing Director, as the case may be. Cessation

ASSOCIATE DIRECTORS

134. The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors. Appointment

COMMITTEES OF DIRECTORS

135. 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 discretion 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. Power of Directors to appoint Committees
136. 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 ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their numbers to be chairman of the meeting. Chairman of Committees

137. Subject to any rules and regulations made pursuant to Article 135 hereof, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the said committee shall have a second or casting vote except where two (2) persons form a quorum, the chairman of a meeting of any such committee or local board or agency at which only such a quorum is present, or at which only two (2) persons are competent to vote in the question at issue, shall not have a second or casting vote.

Meeting of
Committees

VALIDATION OF ACTS OF DIRECTORS

138. All Acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director, local board or agency shall notwithstanding that it is afterwards discovered that there were some defects 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 member of such committee, local board or agency as aforesaid and had been entitled to vote.

Directors' act
to be valid

CIRCULAR RESOLUTIONS

139. A resolution in writing signed or approved by letter, telegram, facsimile, electronic mail or other forms of electronic communication by a majority of the Directors who may at that time be present in Malaysia shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution may also be signed by such alternate. All such resolutions shall be described as "**Directors' Circular Resolutions**" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or their alternates.

Circular
Resolutions
of Directors

SECRETARY

140. (a) The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed may be removed by them in accordance with the terms of appointment. The Directors may from time to time, by resolution appoint an Assistant or Deputy Secretary.
- (b) The Secretary may resign from his office by notice in writing to the Board left at the Company's registered office and its principal place of business. Such resignation shall be effective on the expiry of seven (7) days from the date of the notice of resignation. The Board shall appoint another person as Secretary within thirty (30) days of receipt of the outgoing's Secretary's notice of resignation in compliance with the Act.
- (c) The First Secretary of the Company was Tor Pen Kuan @ Toh Pen Kuan.

Appointment of
Secretary

Resignation of
Secretary

First
Secretary

AUTHENTICATION OF DOCUMENTS

141. 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.

Authentication of
documents

142. 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 Article 141 hereof shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.
- Conclusive evidence of resolutions and extract of minutes of meetings

MINUTES AND REGISTER

143. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- Minutes of Meetings
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
 - (d) of all orders made by the Directors and any committee of Directors.

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

144. The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the CCM of any change in such register and of the date of such change in the manner prescribed by the Act.
- Registers of Directors, Managers and Secretaries
145. The books containing the minutes of proceedings of any meeting of Members shall be kept by the Company at the Office and shall be open to the inspection of any Member without charge.
- Minutes kept at registered office
146. The Company shall also keep at the Office, register which shall be open to the inspection of any Member without charge and to any other person on the payment of a fee of not exceeding RM10.00 for each inspection of all such matters required to be so registered under the Act, and in particular:
- Registers to be kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 144 of the Act;
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 59 of the Act.

SEAL

147. (a) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. Every instrument to which the Seal shall be affixed shall be autographically signed by a Director and either by a second Director or by the Secretary or by another person appointed by the Directors for the purpose, save and except that, in the case of a certificate or other document of title in respect of any share, stock, loan stock, or debenture as defined in the Act, or any other obligations, warrants, call warrants or securities and instruments of any kind whatsoever relating to all the aforesaid created or issued or dealt with or marketed or sold by the Company, such certificate or document of title may be created or issued under the Seal or the Share Seal (for affixing onto share certificates, only), as the case may be, of the Company and the Directors may by resolution determine that such signatures may be affixed by some mechanical electronic facsimile or autographical means or by such other means to be specified by the Directors from time to time in such resolution. Authority for use of Seal
- (b) The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors. Official Seal for use abroad
- (c) The Company may also have a Share Seal pursuant to Section 63 of the Act. The Share Seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures defined in the Act, or other marketable security created or issued by the Company and the affixing of the Share Seal shall be authenticated in the manner set out in Article 147(a) hereof. The Share Seal

ACCOUNTS TO BE KEPT AND FINANCIAL STATEMENTS

148. The Directors shall cause to be kept proper accounting and other records to sufficiently explain the transaction and financial position of the Company including its subsidiaries and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared in accordance with the Applicable Laws and shall distribute copies of balance sheets and other documents as required under the Applicable Laws. Books of account open to inspection by Directors
149. The Board shall from time to time determine whether or not and to what extent and at what times and place and under what conditions or regulations the books of accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in a meeting of Members. Accounts and books may be inspected by Members
150. Subject always to Sections 245(5) and (6) of the Act, the books of accounting and records of operations as aforesaid shall be kept at the Office or at such other place as the Board thinks fit and shall always be open to inspection by the Directors. Books to be kept at Office
151. The Board shall cause to be prepared, sent to every Member and laid before the Company in its annual general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months. Preparation and issuance of audited financial statements and Directors' Report

152. A copy of the annual report (comprising the audited financial statements, the Directors' and Auditors' Reports together with other relevant documents) in printed form or in CD-ROM or in such other electronic form shall, not less than twenty one (21) days before the date of the annual general meeting be sent to every Member of, and to every holder of debentures of, the Company and to every person who is entitled to receive notices of general meetings from the Company under the provisions of the Act or this Constitution PROVIDED THAT this Article shall not require a copy of this document to be sent to any person of whose address the Company is not aware but any member to whom a copy of this document has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that this document is sent in electronic form and a Member requires a printed form of the document, the Company shall send such document to the Member within four (4) Market Days from the date of receipt of the Member's request.

Circulating copies of audited financial statements and directors' report

153. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investment held by the Company or to give any information with reference to the same to any member.

Securities or investments held by the Company

AUDIT

154. The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act and their duties regulated in accordance with the Act. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Appointment of Auditors

155. The auditors for the time being of the Company shall be entitled to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to attend every annual general meeting where the financial statements of the Company are to be laid, so as to respond according to his knowledge and ability to any question relevant to the audit of the financial statements in accordance with Section 285 of the Act.

Attendance of Auditors at General Meetings

DIVIDENDS AND RESERVES

156. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund, which shall be applied by the Board in its absolute discretion in meeting contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of these Articles) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, without being bound to keep the same separate from the other assets. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

Power to set aside profits as reserve

157. (a)	The Company may make a distribution of dividends to the Members out of profits of the Company available if the Company is solvent but no dividend shall exceed the amount as authorised by the Board.	Distribution of Dividends
(b)	The Board may authorise a distribution at such time and in such amount as the Board considers appropriate, if the Board is satisfied that the Company will be solvent immediately after the distribution is made. The Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.	Distribution only if Company is solvent
158.	Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends are paid, but no amount paid up or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up or credited as paid up on the shares during any portion or portions of the period in respect of which the dividends are paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.	Dividends in Proportion to Amounts Paid-Up
159. (a)	The Board 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.	Deduction/ Retention of Dividends Payable
(b)	The Directors may also retain any dividend or other monies payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	
(c)	The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.	Retention of Dividends (to Persons Entitled Pursuant to Transmission of Shares)
160.	Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend or monies payable on or in respect of any share shall bear interest against the Company.	No Interest on Dividends Payable
161.	Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.	Profits Before Acquisition of Assets, Business or Properties
162	All dividends unclaimed for one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Monies Act, 1965.	Unclaimed Dividends
163.	A transfer of shares shall not pass the right to any dividend declared on such shares before the transfer is effected pursuant to these Articles and the Rules.	Dividend on Transferred Shares

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| 164. | Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. | Payment by cheque or telegraphic transfer or electronic transfer |
| 165. | Any general meeting declaring a dividend or bonus may, upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors. | Payment of Dividends in Specie |
| 166. | Subject to the approval being obtained from the Members of the Company and Applicable Laws, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of Applicable Laws. | Dividend Reinvestment Scheme |

CAPITALISATION OF PROFITS

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| 167. | The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the revenue account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend 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. | Power to Capitalise Profits |
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168. Whenever such a resolution as aforesaid in Article 167 shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision 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 of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.
- Consequential Powers

LANGUAGE

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

DESTRUCTION OF DOCUMENTS

170. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of document so destroyed was duly and properly made and every document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company PROVIDED THAT:
- Destruction
- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
 - (b) Nothing contained in this Article shall be constructed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
 - (c) references in this Article to the destruction of any document include references to its disposal in any manner.

NOTICES/DOCUMENTS

171. Subject to the Act and any rules prescribed by the Exchange from time to time, a notice, document or any other information may be served on, delivered to or made available by the Company to any member:
- Service of notices and/or documents
- (a) in hard copy, either delivered personally or sent by post in a prepaid letter addressed to such member at his last known address;
 - (b) in electronic form, and sent by the following electronic means in accordance with Applicable Laws:
 - (i) transmitting to his last known electronic mail address; or
 - (ii) publishing the notice or document on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or short messaging service has been given in accordance with Applicable Laws; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or short messaging service has been given to them accordingly.
172. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to the holders of such share.
- How joint holders of shares may be served
173. A notice and/or document required to be sent to Members may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the representatives of the deceased or assignee of the bankrupt, or by any like description, at his last known address in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, by transfer or by transmission or other approved means, shall become entitled to any share, shall be bound by every notice and/or document in respect of such share, which prior to his name and address being entered in the Register of Members as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
- Notice in case of death or bankruptcy
174. Subject to the Act and any rules prescribed by the Exchange from time to time, any notice or document or any other information shall be deemed to have been served or delivered by the Company to a Member:
- When service is deemed effected
- (a) Where the notice or document has been sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice or documents is posted. In proving such service, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice or document was so addressed and posted on that day to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted;
 - (b) Where the notice or document is left by the Company at a registered address of a member, it shall be deemed to have been served on the day it was left there;

- (c) Where the notice or document is sent by the electronic means:
- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 171(b)(i) PROVIDED ALWAYS that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; or
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of notice or document on website has been given pursuant to Article 171(b)(ii); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to Article 171(b)(iii).

In the event that service of a notice or document pursuant to Article 174(c) is unsuccessful, the Company shall within two (2) Market Days from discovery of delivery failure, make alternative arrangements for service of the notice or document in hard copy.

- (d) Where the notice or document is published by way of advertisement, it shall be deemed to have been served or delivered on the day it was published; and
- (e) Where the notice or document is sent by any other means authorised in writing by the Member concerned, it shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.

Any member present, either personally or by proxy, at any meeting of the Company or class of members of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

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| 175. | Any notice and/or document required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in Articles 171 and 174 hereof, shall be sufficiently given if given by advertisement, and any notice and/or document required to be or which may be given by advertisement, shall be deemed to be duly advertised once advertised in a widely circulated newspaper in Malaysia in the national language or English language. | Notice and/or document given by advertisement |
| 176. | A Member's postal address, electronic mail address, telephone number and any other contact details provided to the Central Depository shall be deemed as the last known address, electronic mail address and contact details respectively for purposes of communication including but not limited to service of notices and/or documents to the Member. | Last known address for service |

177. (a) Notice of every general meeting shall be given in any manner hereinbefore specified to:
- Who may receive notice
- (i) every member;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iii) the Auditor for the time being of the Company;
 - (iv) the Directors for the time being of the Company; and
 - (v) the Exchange.
- (b) Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meetings.
- (c) All notices served for and on behalf of the Company or the Directors shall only be effectual if it bears the name of a Director or the Secretary or a duly authorised officer of the Company and which are issued by order of the Board pursuant to a resolution duly passed by the Directors.

WINDING UP

178. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may after the payment or satisfaction of all liabilities of the Company including preferred payments under the Act, with the sanction of a Special Resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The 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.
- Distribution of assets in specie
179. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- Proportionate Sharing
- (a) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed 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
 - (b) 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, at the commencement of the winding-up, on the shares held by them respectively.
180. 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. The amount of such payment shall be notified to all members at least seven (7) days prior to the meeting at which such commission is to be considered.
- Voluntary Liquidation

181. On the sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either incorporated in Malaysia or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution. In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise any person entitled to such division to any of the said shares may, within ten (10) days after the passing of the Special Resolution, by notice in writing, direct the Board or the liquidator to sell his proportion and pay him the net proceeds and the Board or the liquidator shall, if practicable, act accordingly.
- Sale of
Undertaking

SECRECY CLAUSE

182. (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, it would be inexpedient in the interest of the Members of the Company to communicate to the public.
- (b) Directors or officers 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 during 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.
- Discovery of
Company's
Confidential
information

INDEMNITY AND INSURANCE

183. Subject to the provisions of the Act, the Company may indemnify an officer or auditor of the Company out of the assets of the Company for any costs incurred by him or the Company in respect of any proceedings, whether civil or criminal:
- (a) that relates to the liability for any act or omission in his capacity as an officer or auditor; and
- (b) in which judgment is given in favour of the officer or auditor or in which the officer or auditor is acquitted or in which the officer or auditor is granted relief under this Act in respect of any negligence, default, breach of duty or breach of trust, or where proceedings are discontinued or not pursued.
- Indemnity
for officers
and auditors
184. The Company may, with the prior approval of the Board, effect insurance for an officer or auditor of the Company in respect of:
- (a) civil liability, for any act or omission in his capacity as a Director or officer or auditor; and
- (b) costs incurred by that officer or auditor in defending or settling any claim or proceeding relating to any such liability; or
- Insurance for
officers and
auditors

- (c) costs incurred by that officer or auditor in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer or auditor:
 - (i) in which that person is acquitted;
 - (ii) in which that person is granted relief under the Act; or
 - (iii) where proceedings are discontinued or not pursued.

185. All indemnities towards the Directors as specified in this Constitution shall not apply in respect of a breach of the duties and responsibilities of Directors as prescribed in Section 213 of the Act.

186. The particulars of any indemnity given, or insurance effected for any officer or auditor of the Company shall be recorded or caused to be recorded in the Minutes of the Board and the Directors shall disclose or cause to be disclosed the particulars in the directors' report referred to in Section 253 of the Act.

GENERAL MANDATE

187. Subject to the Applicable Laws and the provisions of this Constitution, 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 which are necessary for the day-to-day operations of the Company.

ALTERATIONS OF CONSTITUTION

188. Subject to this Constitution, no amendment whether by way of rescission, alteration or addition shall be made to this Constitution unless the same has been passed by a Special Resolution.

OVERRIDING EFFECTS OF THE LISTING REQUIREMENTS

- 189. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution shall be deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

190. The Company shall comply with the Applicable Laws, notwithstanding any provisions to the contrary in this Constitution.

Compliance with
Statutes, Regulations
& Rules

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