

Company No.

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| 202401006741 | (1552591-P) |
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THE COMPANIES ACT 2016

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION OF CENDANA IMPIAN SDN BHD

Company No.: 202401006741 (1552591-P)

Incorporated on: 20th February 2024

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COMPANIES ACT 2016
PRIVATE COMPANY LIMITED BY SHARES
CONSTITUTION OF
CENDANA IMPIAN SDN. BHD.

Company Name

1. The name of the Company is **CENDANA IMPIAN SDN. BHD.**

Registered Office

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

Members' Liabilities

3. The liability of the members is limited.

Share Capital

4. The share capital of the Company is its issued share capital which shall be in Ringgit Malaysia. 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.

Objects

5. The objects for which the Company are established are as follows and every sub-clause is to be construed as a substantive clause and is therefore not to be limited or restricted by reference to any other sub-clause or by the name of the company, and no sub-clause nor the object specified therein is to be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause:-
 - a) To provide venture capital fund management and management consulting services under the regulation of Securities Commission Malaysia; or
 - b) To carry on the business of an investment holding company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, warrants, debentures, debenture stocks, bonds, notes, securities, lands, factories, houses, buildings, plantation and other immovable properties of any tenure or any interest therein and any movable properties of any description or any interest therein as permitted by the regulation of Securities Commission Malaysia; or
 - c) To acquire and hold for investment purpose shares, stocks, debentures bonds, notes, obligations and securities and every other kind and description of movable and immovable property as permitted by the regulation of Securities Commission Malaysia.

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General Object

6. Section 21 of the Companies Act 2016 shall apply to the Company and 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 the Directors considered advantageous to the Company and that are not prohibited under any law for the time being in force in Malaysia.

Powers

7. The powers of the Company, in addition to those conferred under Section 21 of the Companies Act 2016, shall include –
 - a) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company; or
 - b) to borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the company's property (both present and future), and to purchase, redeem, or pay off any such securities.

Status of Company

8. The Company is a private company and the restrictions and prohibitions in Section 42 and 43 of the Companies Act 2015 shall apply accordingly to the Company.

Interpretation

9. In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein –

“Act” means the Companies Act 2016 [Act 777] and any statutory modification, amendment or re-enactment thereof and any every other legislation for the time being in force made thereunder and any written laws by whatever name or expression so called;

“Board” means the Board of directors for the time being of the Company;

“Company” means Cendana Impian Sdn. Bhd, the Company incorporated with registration number 202401006741 (1552591-P) under the Act or the corresponding previous written laws by whatever name or expression so called;

“Constitution” means the constitution of the Company;

“Director” means the Directors for the time being of the Company and includes a person in accordance with those directions or instructions the majority of directors of the Company are

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accustomed to act and an alternate directors;

“Member” means any person(s) whose name(s) is/are registered in the Company’s register of members including the Register of Members (“ROM”) maintained in the MyCOID kept by the Registrar of Companies, Companies Commission of Malaysia;

“Office” means the registered office for the time being of the Company;

“Seal” means the Common Seal of the Company;

“Secretary” means any person or persons appointed to perform the duties of the secretary of the Company in accordance with Sections 102, 235 and 241 of the Act;

In this Constitution, unless there is something in the subject or context inconsistent such construction or unless it is otherwise expressly provided:-

- (i) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (ii) words, denoting the singular number only shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine and neuter genders and the word “person” shall include a body of persons, corporate or unincorporated (including a trust);
- (iii) any reference to a statutory provision includes modification, consolidation or reenactment thereof for the time being in force, and all statutory instruments or order made pursuant thereto;
- (iv) any reference to any corporation includes its successors in title; and
- (v) save as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1967 as amended from time to time and any re-enactment thereof.

Share Capital and Variation of Rights

10. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the Board and any such share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the directors, subject to any ordinary resolution of the Company determine.

11. The rights attached to any class of shares, issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue thereof, 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.

12. Except as required by law, no person shall be recognized 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 a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

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13. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive a share certificate (under the seal of the company) but in respect of share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

Share Issuance

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

Transfer of Shares

15. Subject to this Constitution any member may transfer all or any of his shares by a duly executed and stamped instrument in writing. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof.

16. The instrument of transfer must be left for registration at the registered office of the Company together with such fee not exceeding RM50.00 as the Board from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, and thereupon the company shall, subject to the powers vested in the Board by this Constitution, register the transferee as a shareholder and retain the instrument of transfer.

17. The Board may decline to register any transfer of shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien.

Alteration of Share Capital

18. The Company may from time to time by special resolution alter the capital in accordance with the provisions of Section 84 of the Act.

19. The Company may by special resolution reduce its share capital in any manner and with, and subject to, any authorization, and consent required by law.

General Meetings

20. An annual general meeting of the Company shall only be convened by the Board upon the requisition of members holding not less than 10% of the total voting rights of all shares.

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21. The business that is to be transacted at an annual general meeting, if it is convened, shall include the consideration of the accounts, balance sheets, and the report of the directors and auditors (having been circulated in accordance with the Act), the approval of directors' fees, remuneration and benefits, and the appointment and fixing of the remuneration of the auditors (where required).

22. Notice of the Annual General Meeting shall be at least fourteen (14) days or relating to a special resolution or such shorter period as may be agreed by all the members in writing in accordance with Clause 28 of this Constitution.

Proceedings at General Meetings

23. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided, two (2) members present in person shall be a quorum. In case of the Company having only one member, one (1) member present in person shall constitute a quorum. For the purposes of this Constitution, "member" includes a person attending as a proxy, personal representative, or as representing a corporation which is a member.

24. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form following or in such other form as the Board may from time to time prescribe or approve or in a particular case accept:

Cendana Impian Sdn Bhd (Company No. 202401006741 (1552591-P))

I/We, of being a member/members of the above-named company, hereby appoint of or failing him, of, as my/our proxy to vote for me/us on my/our behalf at the general meeting of the company, to be held on the day of 20....., and at any adjournment thereof.

Signed this day of 20

As witness my hand this day of

*Strike out whichever is not desired. [Unless otherwise instructed, the proxy may vote as he thinks fit on a show of hands.]

25. A meeting of members may be convened at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the member's rights to speak and vote at the meeting.

26. A written resolution shall be passed when the required majority (simple majority for an ordinary resolution or a majority of not less than 75% for a special resolution) of eligible members have signified their agreement to the written resolution. Any such resolution may consist of several documents in the like form, each signed by one or more members. Any such document may be accepted as sufficiently signed by one or more members if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the member or members.

Notice of General Meetings

27. The notices convening meetings shall be given to all members (other than those who are not entitled

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to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and Auditors for the time being of the Company. Every notice convening general meetings shall specify the place, day, and hour of the meeting and shall be given in writing at least:

- (a) Fourteen (14) days before the meeting; or
- (b) At least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting.

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

- (i) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; or
- (ii) In the case of an extraordinary general meeting, by the members having a right to attend and vote thereat, who is or are holding not less than 95% of the shares giving a right to attend and vote.

29. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the general nature of that business and the effect of any proposed resolution in respect of such special business.

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

Directors: Appointment, etc.

31. Unless otherwise determined by the members, no Director is required to retire from the Board unless as determined in the Constitution. The retirement of directors may be determined by members in accordance with Section 205(2) of the Act and need not be determined through a general meeting.

32. The Board 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 this constitution. The maximum number of directors shall not exceed twelve (12).

33. The Company may by ordinary resolution remove any director before the expiration of his period of office in accordance with the Constitution and may by an ordinary resolution appoint another person in his stead.

34. The fees and remuneration of the directors shall from time to time be determined by the Company in general meeting or by a written resolution in accordance with Clause 21 hereof. That fees and remuneration shall be deemed to accrue from day to day.

Powers and Duties of Directors

35. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are provided by Section 211 of the Act or by this Constitution.

36. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other

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securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

37. 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 determine.

Proceedings of Directors

38. The provisions set out in the Third Schedule of the Act shall not govern the proceedings of the Board.

39. The Board may meet together for the dispatch of business, adjourn and otherwise regulate the meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a director summon a meeting of the directors.

40. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the Board.

41. Any Director with the approval of the Board may appoint any person (whether a member of the Company or not) to be an alternate or substitute director in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute director shall be entitled to notice of meetings of the Board and to attend and vote thereat, accordingly, and to exercise all the powers of the appointer in his place. An alternate or substitute director shall not require any share qualification, and shall ipso facto vacate office if the appointer vacates office as a director or removes the appointee from office. Any appointment or removal under this Constitution shall be effected by notice in writing under the hand of the Director making the same.

42. The quorum necessary for the transaction of the business of the directors may be fixed by the Board and unless so fixed shall be two (2). In the event of a sole director, the quorum shall consist of that Director.

43. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution of the Company as the necessary quorum of directors, the continuing Director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company, but for no other purpose.

44. The Chairman of the meetings is determined by the Board of Directors but if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.

45. A resolution in writing or copies thereof signed or approved by telex or facsimile or email or other form of visible communication by a majority of the directors (or their alternates) for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

46. A resolution passed at an adjourned meeting of the Board shall, for all purpose, be treated as having

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been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.

47. A meeting of the Board may be held either –

- a) by a number of the directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;
- b) by means of audio, or audio and visual, communication by which all directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

48. The meeting shall be deemed to be held at the place where the Chairman of the meeting participates in the meeting. Voting may be done verbally or otherwise by each participant according to procedures decided by the Chairman in such manner as to permit the accurate recording of each vote.

49. The Directors may be paid and/or reimbursed all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

Managing Directors

50. The Board may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.

51. A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors may determine.

52. The Board may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

Associate Director

53. The Board may, from time to time, appoint any person to be an associate director and may from time to time revoke any such appointment.

54. The Board may fix, determine and vary the powers, duties, and remuneration of any person so appointed, but a person so appointed shall not have any right to attend or vote at any meeting of the Board except by the invitation and with the consent of the Board.

Secretary

55. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them in accordance with the terms of appointment.

56. The Secretary may resign from his office in accordance with the Act and any resignation shall be effective within thirty (30) days of the notice of resignation. The Board shall appoint another person as Secretary within thirty (30) days of receipt of the outgoing Secretary's notice of resignation in

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compliance with the Act.

Seal

57. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf and every instrument to which the Seal is affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

Authentication of Documents

58. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; 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 custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

59. 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 Clause 58 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.

Signatures

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

- a) a holder of any shares in the Company;
- b) a director;
- c) an alternate director;
- d) in the case of a corporation, which is a holder of shares in the Company, its director or secretary or a duly appointed attorney or duly authorised representative;

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

Dividends and Reserves

61. The distribution of dividends shall be in accordance with the Act but notwithstanding the Act, the Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the company) as the Board may from time to time think fit.

62. The Board may deduct from any dividend payable to any member all sums of money, if any,

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presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Capitalisation of Profits

63. The Company by a written resolution or ordinary resolution passed in general meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the 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 those members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst the members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

64. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize 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 the capitalization, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, 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.

Winding Up

65. If the Company is wound up the liquidator may, 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, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

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