

Company Registration No : 201401024924 (1101014-A)

**THE COMPANIES ACT 2016  
MALAYSIA**

\*\*\*\*\*

**COMPANY LIMITED BY SHARES**

\*\*\*\*\*

**CONSTITUTION**

**HELM CAPITAL SDN BHD**

**Incorporated in Malaysia**



SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA



BORANG 9  
AKTA SYARIKAT 1965

[Seksyen 16(4)]

No. Syarikat – MyCoID

1101014	A
---------	---

CERTIFIED TRUE COPY

SOO YUI WENG (MIA 8555)  
SSM BC No.: 202008000738  
Company Secretary

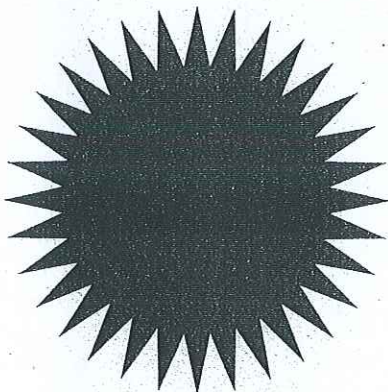
### PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

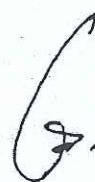
Dengan ini diperakui bahawa

**HELM CAPITAL SDN. BHD.**

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 09 haribulan Julai 2014, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meterai saya di Ipoh pada 09 haribulan Julai 2014.



  
**DATO' MOHD NAIM DARUWISH**  
PENDAFTAR SYARIKAT  
MALAYSIA

UserID : vijaya Date : 09/07/2014 03:55:16 PM

COMPANIES ACT 2016

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION OF

HELM CAPITAL SDN BHD

*Company Name*

1. The name of the Company is HELM CAPITAL 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.

*Company Status*

4. The Company is a private company and the conditions, limitations, and prohibitions of Sections 42 and 43 of the Act shall apply.

*Share Capital*

5. 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*

6. 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 develop freehold or leasehold land into housing schemes, amusement parks, pleasure/holiday resorts and complexes and to carry on the business of running the same for profit; to buy or lease land for the purpose of residential and commercial building thereon for sale or rent and to carry on all other business incidental thereto.
  - (b) To carry on business as buyer, seller, importers, exporters, manufacturers, producers, dealers, buying or selling commission agents and otherwise deal in goods, merchandise, commodities, plant and machinery and articles of all descriptions and provision of transportation for the related goods and products thereto.

- (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.

*General Object*

7. 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, in addition to the objects which the Company established, to carry on or undertake any business or activity which the Directors considered advantageous to the Company.

*Powers*

8. 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.
  - 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.
  - c) To purchase, take on lease or in exchange, hire, and otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock in trade.

*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 its subsidiary legislations and regulations including any amendment, re-enactments thereto for the time being in force concerning companies and affecting the Company;

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

“Director” means a director appointed to the Board and includes an alternate director;

“Clause” means a clause and provision in this Constitution.

“Constitution” means the constitution of the company;

“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;

“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 and includes a joint secretary and assistant company secretary;

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;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act 1948 and 1967 [Act 388], and of the Act as in force at the date at which these regulations become binding on the Company.

#### *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. 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.
12. The Company shall not be required to issue a share certificate unless an application by a shareholder for a certificate relating to the shareholder's shares in the Company has been received. 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.

#### *Transfer of Shares*

13. 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.
14. The instrument of transfer must be left for registration at the registered office of the Company together with such fee as the Board from time to time may require, accompanied by the certificate of the shares, where a certificate has been issued 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.
15. The Board shall have the discretion to decline any application to register any transfer of shares and the decision of the Board shall be final and conclusive.

#### *Alteration of Capital*

16. Subject to any direction to the contrary that may be given by the Company in general meeting or by way of a members' written resolution, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as

nearly as the circumstances admit, to the amount of the existing shares 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 shares 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 regulation.

*General Meetings*

17. A general meeting of the Company shall be convened by the Board or any member holding not less than 10% of the total voting rights of the issued share capital of the Company.

*Proceedings at General Meetings*

18. 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.
19. Subject to Section 334 of the Act, the instrument appointing a proxy shall be in writing. 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 particular case accept.

*Sdn Bhd*

*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 [annual or extraordinary, as the case may be] 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.

20. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer of aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
21. 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.
22. A written resolution in compliance with Section 297 of the Act proposed by the directors or by any member and signed by or on behalf of the required majority of members for the time being entitled to vote at general meetings of the Company shall, for the purposes of this Constitution, be treated as an ordinary resolution and, where relevant, as a special resolution so passed. This Article shall not be

construed as requiring that the persons signing a written resolution shall sign the same document containing the resolution.

*Directors: Appointment, etc.*

23. No director is required to retire from the Board unless otherwise determined by members in accordance with a written resolution pursuant to Section 205 (2) of the Act.
24. 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 this constitution. The minimum number of directors shall be in accordance with Section 196 of the Act and the maximum number of directors shall not exceed nine.
25. The Company may by ordinary resolution remove any director before the expiration of his term of office; and may by an ordinary resolution appoint another person in his stead.
26. The fees of the directors and any benefits payable to the directors shall be determined by the Board in accordance with Section 230 of the Act from time to time. That fees shall be deemed to accrue from day to day.
27. The office of a director shall become vacant, in addition to the circumstances and situations provided in Section 208(1) of the Act, if the director:
  - (a) for more than six months is absent without permission of the directors from meetings of the directors held during the period;
  - (b) is directly or indirectly interested in any contract or proposed contract with the Company and fails to disclose the nature of his interest in manner required by the Act.

*Powers and Duties of Directors*

28. The business of the Company shall be managed by the directors who may exercise all such powers of the Company as are provided by Section 21 of the Act or by this Constitution.
29. 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 securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.
30. The Board may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
31. 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 the Board*

32. Unless otherwise provided in this Constitution, the provisions set out in the Third Schedule of the Companies Act, 2016 shall apply to the Company.

33. A director or, the secretary on the requisition of a director, may convene a meeting of the directors in accordance with paragraph 3 of the Third Schedule to the Act. The notice of meeting of the Board may be communicated to the directors either in hard copy or any electronic form at the address provided by the respective directors to the Company or the Secretary for such purpose.
34. Any director with the approval of the Board may appoint any person (whether a member of the company or not) to be an alternate director in his place during such period as he thinks fit. Any person while he so holds office as an alternate 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 appointor in his place. An alternate director shall not require any share qualification, and shall *ipso facto* vacate office if the appointor vacates office as a director or removes the appointee from office. Any appointment or removal under this regulation shall be effected by notice in writing under the hand of the director making the same. A person shall not be appointed as an alternate to more than one (1) director.
35. A resolution in writing or copies thereof signed or assented by a majority of the directors (or their alternates) for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed or assented by one or more directors and return to the Company in hard copy or the image of the signed copy of the written resolution or the evidence of assent be communicated to the Secretary from an electronic-mail address provided to the Company or the Secretary for such purpose.
36. 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; or
  - 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.
  - c) The meeting shall be deemed to be held at the place where Chairman of the meeting participates in the meeting.
  - d) 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.

*Secretary*

37. 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.
38. Any document authenticated by the Secretary is sufficient evidence of the matter, resolution, meeting and decision made or passed therein.
39. The office of the Secretary shall be vacated and ceased on the expiry of thirty (30) days from the notice of resignation sent to the Board. The Board shall appoint another person as Secretary within thirty (30) days of the outgoing Secretary's effective date of resignation in compliance with the Act.

*Seal*

40. The directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors, 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.

*Dividends and Reserves*

41. The distribution of dividends shall be in accordance with the Act but notwithstanding the Act, the directors 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 directors, 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 directors may from time to time think fit.

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

*Capitalization of Profits*

43. 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.
44. 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.

Dated: 4 Mar 2020

Lodged by:

Name : Soo Yuit Weng  
License No. / Membership No. : MIA 8555  
SSM Practicing Certificate No. : 202008000738  
NRIC No. : 680917-08-5379  
Address : Soo Yuit Weng Management Services (IP0159205D)  
60, Jalan Leong Sin Nam, 30300 Ipoh, Perak.  
Email : ywsooipoh@gmail.com  
Tel. No. : 05-249 7731