

**Company No.**

38000	U
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**THE COMPANIES ACT, 2016**

**MALAYSIA**

**PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION**

**OF**

**RHB INSURANCE BERHAD**

**COMPANY NO. 38000-U**

**INCORPORATED ON 7<sup>th</sup> DAY OF MARCH, 1978**



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 13  
AKTA SYARIKAT 1965  
[Seksyen 23 (2)]

No. Syarikat

38000	U
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**PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

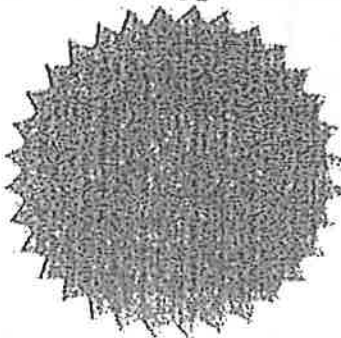
DCB INSURANCE BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
07 haribulan Mac, 1978, sebagai sebuah syarikat  
Awam, pada 01 haribulan Julai, 1997,  
telah menukar namanya kepada

RHB INSURANCE BERHAD

dan bahawa syarikat ini adalah sebuah syarikat Awam  
dan adalah sebuah syarikat berhad menurut Syer

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 01 haribulan Julai, 1997.



  
ANUAR BIN SHAMAD  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 20  
AKTA SYARIKAT 1965  
[Seksyen 26 (3)]

No. Syarikat

38000	U
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**PERAKUAN PEMERBADANAN ATAS PERTUKARAN  
MENJADI SYARIKAT AWAM**

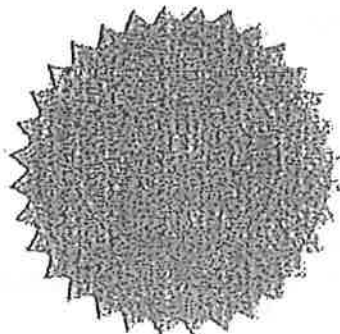
Adalah diperakui bahawa

**DCB INSURANCE SDN. BHD.**

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
07 haribulan Mac, 1978, sebagai sebuah  
syarikat berhad menurut syer, telah pada 06 haribulan  
Jun, 19 97, bertukar menjadi suatu syarikat awam  
dan bahawa nama syarikat itu sekarang ialah

**DCB INSURANCE BERHAD**

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 06 haribulan Jun, 19 97.



  
**HAMIDAH BTE MANAD**  
Penolong Pendaftar Syarikat  
Malaysia



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

38000	U
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**PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT**

Ini adalah untuk memperakui bahawa

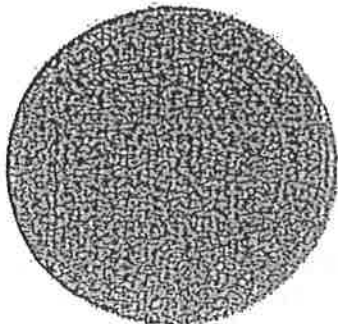
D & C INSURANCE SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
07 haribulan Mac, 1978, sebagai sebuah syarikat  
persendirian, pada 17 haribulan Disember, 1994,  
telah menukar namanya kepada

DCB INSURANCE SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat persendirian,  
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 17 haribulan Disember, 1994.



( NORIAH BTE ABIDIN )  
Penolong Pendaftar Syarikat  
Malaysia



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat 905/78

38000	U
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PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT

Ini adalah untuk memperakui bahawa

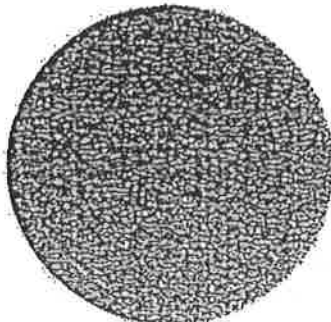
**N. E. M. INSURANCE (MALAYSIA) SDN. BHD.**

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
7 haribulan Mac, 19 78, sebagai sebuah syarikat  
persendirian, pada 10 haribulan Oktober, 19 90,  
telah menukar namanya kepada

**D & C INSURANCE SDN. BHD.**

dan bahawa syarikat ini adalah sebuah syarikat persendirian,  
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 10 haribulan Oktober, 19 90.



*Zanariah Bte Mohaidin*  
( ZANARIAH BTE MOHAIDIN )  
Penolong Pendaftar Syarikat  
Malaysia

FORM 13

COMPANIES ACT, 1965

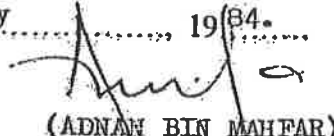
[Section 21 (6)]

No. of company  
905/78  
(Tempatan 38000).....

**CERTIFICATE OF INCORPORATION ON CHANGE OF NAME  
OF COMPANY**

This is to certify that..... **N.E.M. (MALAYSIA) SDN. BHD.**....., which  
was, on the..... **7th**.....day of..... **March**....., 19 **78**.....,  
incorporated under the Companies Act, 1965, did on the..... **14th**.....day  
of..... **January**....., 19 **84**....., change its name to.....  
**N. E. M. INSURANCE (MALAYSIA) SDN. BHD.**....., and that the company  
is\* ..... **a company limited by shares.**.....

Given under my hand and seal, at..... **Kuala Lumpur**.....,  
this..... **14th**.....day of..... **January**....., 19 **84**.....



(ADNAN BIN MAHFAR)

Asst. Registrar of Companies, Malaysia

\* Insert type of company.

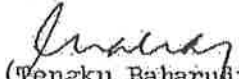
BORANG 9  
AKTA SYARIKAT, 1965  
[Seksyen 16 (4)]

No. Syarikat  
905/78  
(Tempatan 38000)

PERAKUAN PERBADANAN SYARIKAT SENDIRIAN

Ini adalah memperakui bahawa N.E.M. (MALAYSIA) SDN. BHD. adalah diperbadankan di bawah Akta Syarikat, 1965, pada dan mulai dari 7 haribulan Mac 1978, dan bahawa syarikat ini ialah\* sebuah syarikat berhad menurut syer dan bahawa syarikat ini ialah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meteri saya, di Kuala Lumpur pada 7 haribulan Mac 1978.

  
(Tengku Baharudin Shah)  
Timbalan Pendaftar Syarikat  
Malaysia

\* Masukkan samada syarikat itu--

- (a) sebuah syarikat berhad menurut syer;
- (b) sebuah syarikat berhad menurut syer dan jaminan.

[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahu Undangan No. 12 tahun 1964; PN 3630/5-xiii, R. of C. 31/67/39.]

**THE COMPANIES ACT, 2016**  
**COMPANY LIMITED BY SHARES**  
**CONSTITUTION**  
**OF**  
**RHB INSURANCE BERHAD**  
**COMPANY NO. 38000-U**

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1. The name of the Company is “**RHB INSURANCE BERHAD**”.
2. The Office of the Company will be situated in Malaysia. *Registered Office*
3. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved or not, otherwise objected to by Bank Negara Malaysia or other applicable authorities. *Power of the Company*
4. The liability of the Members is limited. *Liability*
5. The provisions set out in the Third Schedule to the Companies Act, 2016 shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. *Third Schedule not to apply*

**INTERPRETATION**

6. In this Constitution if not inconsistent with the subject or context:- *Interpretation.*
  - (a) “Act” means the Companies Act, 2016 as the same may be amended or re-enacted from time to time.
  - (b) “Auditors” means the auditors of the Company for the time being.
  - (c) “Board” means the board of directors of the Company for the time being.
  - (d) “Company” means RHB INSURANCE BERHAD.
  - (e) “Constitution” means the constitution of the Company, as originally framed or altered from time to time by special resolution.
  - (f) “Directors” means the directors of the Company for the time being.
  - (g) “in writing” means written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words including transmittal by telex or telefax.
  - (h) “Member” means a member of the Company being any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members who is a registered shareholder of the Company.



- (i) "Office" means the registered office for the time being of the Company.
- (j) "Register of Members" means the Register of Members to be kept pursuant to the Act.
- (k) "Seal" means the common seal of the Company.
- (l) "Secretary" means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.
- (m) Words importing the singular number only shall include the plural number and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
- (n) Any words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1948 and 1967, as amended from time to time and any re-enactment thereof, and of the Act as in force at the date at which this Constitution become binding on the Company.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

- 7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to the Act and this Constitution, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, determine. *Authority of Directors to allot shares*
- 8. Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- 9. Subject to any direction to the contrary that may be given by the meeting sanctioning any increase of capital of the Company, all new shares may be allotted or disposed of in such manner to such persons and on such terms as the Directors in their absolute discretion may think fit.
- 10. 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 a written consent representing not less than seventy-five per centum (75%) of the total voting rights of the Members in the class or a special resolution passed at a separate general meeting by a majority of not less than seventy-five per centum (75%) of the Members in the class sanctioning the variation. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any Member 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, with such adaptations as are necessary, apply. *Variation of class rights*

11. The rights conferred upon the Members 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.
12. The Company may exercise the powers of paying commission conferred by Section 80 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per centum (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. *Commission*
13. 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 recognise (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. *Trusts not to be recognised*

#### CERTIFICATES

14. Subject to the Act, every Member shall be entitled without payment to receive within two (2) months after allotment or within one (1) month after lodgment of transfer one certificate under the Seal all his shares of each class or, upon payment of Ringgit Malaysia One (RM1.00) or such other sum as the Directors shall determine for each additional certificate, or several certificates, each for one or more of such shares. In respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Subject to any directions given by the Directors from time to time regulating the issue of such certificates, all share and stock certificates debentures or debenture stock certificates shall be signed by one (1) Director and the Secretary and the Seal shall be affixed to the same. *Issue of share certificates*
15. Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled or purchaser, as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and on payment of the amount of any costs and expenses which the Company has incurred in connection with the matter plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps and generally on such terms as the Directors may from time to time require. In case of the destruction, loss or theft of a share certificate a person to whom a renewed certificate is given shall in addition pay all expenses incidental to the investigation by the Company of such destruction loss or theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such renewed certificate to such person. *Issue of new certificate in lieu of defaced, lost or destroyed*

## LIEN

16. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member (whether solely or jointly with others) for all money (whether presently payable or not) payable by him or his estate, either alone or jointly with any other person to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
17. A person whose shares have been sold shall cease to be a Member in respect of the shares sold, but shall, notwithstanding, remain liable to pay to the Company all money 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 centum (8%) per annum from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. *Liability to pay money on shares which have been sold*
18. The Directors 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 privilege or 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.
19. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser who shall be registered as a Member and the Directors shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. *Evidence*
20. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

## CALLS ON SHARES

21. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment of shares made payable at fixed date, provided that each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

22. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).
23. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. *Unpaid Calls*
24. Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date and any instalment of a call, shall for all purposes or this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified. *Automatic calls*
25. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment. *Payment of calls*
26. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per centum (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Except in liquidation, sum 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. *Advance on calls*

#### **JOINT HOLDERS OF SHARES**

27. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-
- (a) The Company shall not be bound to register more than four (4) persons as the holders of any share.
  - (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
  - (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.
  - (d) Any one (1) of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.

- (e) Only the person whose name stands first in the Register of Members as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

### **TRANSFER OF SHARES**

- 28. Subject to other written laws, any Member may transfer all or any of his shares by a duly executed and stamped instrument of transfer and shall lodge the transfer with the Company.
- 29. The instrument of transfer must be left for registration at the Office together with such fee not exceeding Ringgit Malaysia One (RM1.00) as the Directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the Directors 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 Directors by this Constitution register the transferee as a shareholder and retain the instrument of transfer.
- 30.
  - (a) There shall be no restriction on the transfer of fully paid securities of the Company except where required by law; and
  - (b) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- 31. The Company shall enter the name of the transferee in the Register of Members as shareholder within thirty (30) days from the receipt of the instrument of transfer PROVIDED ALWAYS THAT:-
  - (a) the Directors may, in their discretion, refuse or delay to register any transfer of shares not being fully paid, or transfer of shares to any person of whom they do not approve as a Member of the Company, and they may also refuse to register any transfer of share on which the Company has a lien;
  - (b) if the Directors refuse to register a transfer, they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing or delaying the registration; and
  - (c) the notice of the resolution and the reasons referred to in Clause 31(b) is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.

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

#### **TRANSMISSION OF SHARES**

33. In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, 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 joint holder from any liability in respect of any share which had been jointly held by him with other persons.
34. 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 subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to 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.
35. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
36. 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, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt; and where two (2) or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be joint holders of the share.

#### **FORFEITURE OF SHARES**

37. If a Member fails to pay any call or instalment within the stipulated time, the Directors may serve a notice on the Member requiring payment of the amount unpaid, together with any interest which may have accrued.
38. 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. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time appointed and at the place appointed, the shares in respect of which the call was made will be liable to be forfeited.

39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
40. A forfeited share shall thereupon become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
41. 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 money 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 centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.
42. 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.
43. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and 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.
44. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed date, as if the same had been payable by virtue of a call duly made and notified.

#### **CONVERSION OF SHARES INTO STOCK**

45. The Directors may, from time to time, by special resolution, convert any paid-up shares into stock, and reconvert such stock into paid-up shares of any number.
46. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same provisions as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

47. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividend, voting at meetings of the Company 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 such aliquot part of stock which would not, if existing in shares have conferred that right, privilege or advantage.
48. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

#### **INCREASE OF CAPITAL**

49. The Company may from time to time by ordinary resolution increase the share capital by such sum as the resolution shall prescribe. *Power to increase share capital*
50. Subject to any directions that may be given in accordance with the powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital. *Creation of new shares to be considered as part of original capital.*

#### **ALTERATION OF CAPITAL**

51. The Company may alter its share capital by passing a special resolution to:-
- (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
  - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
  - (c) subdivide its shares or any of the shares whatever is in the subdivision, the proportion between the amount paid and the amount, if any-unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; and
  - (d) 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.
52. The Company may from time to time whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, by way of resolution, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine, and in particular, such new shares may be issued with a preferential



or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.

53. Subject to the Act, the Company may by special resolution reduce its share capital.

#### GENERAL MEETINGS

54. An annual general meeting of the Company shall be held in accordance with the Constitution. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing as special resolution shall state the intention to propose such resolution as a special resolution.

55. A meeting of Members may be convened by:-

- (a) the Board of Directors; or
- (b) any Member holding at least ten per centum (10%) of the issued share capital of the Company.

- 55A. (a) The Company may hold a meeting of its Members at more than one venue within Malaysia using any instantaneous telecommunication device that allows Members a reasonable opportunity to participate in the meeting and the Chairman shall be present at the main venue of the meeting; and

- (b) Participation by Members at different venues shall be counted as quorum.

56. The notices convening meeting shall be given to all Members (other than those who are not entitled 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 the Company's Auditors at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting, specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

*Notice of Meetings*

57. A meeting, other than an annual general meeting, may be called by a notice of shorter period if so agreed by a majority who together hold not less than the requisite percentage of ninety five per centum (95%) in the number of the shares giving a right to attend and vote at the meeting.

*Short Notice*

58. In every notice calling a meeting of the Company, there shall appear prominently, a statement informing the Member of rights to appoint another person as his proxy or proxies, provided that the Member specifies the proportion of the Member's shareholdings to be represented by each proxy, to exercise all or any of his rights to attend, participate, speak and vote at a meeting of Members of the Company. A proxy need not also be a Member.

*Right to appoint proxy*

59. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Auditors.

60. 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.

#### PROCEEDINGS AT GENERAL MEETINGS

61. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person 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.
62. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine.
63. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one (1) of their Members, save for proxies, to be Chairman of the meeting.
64. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
65. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded:-
- (a) by the Chairman of the meeting; or
  - (b) by at least two (2) Members present in person or by proxy; or
  - (c) 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 the Members having the right to vote at the meeting; or
  - (d) by a Member or Members entitled to vote at such meeting in person or by proxy holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right;

and unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

66. If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the results of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the powers of adjourning meetings contained in Clause 64 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
67. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
68. Subject to any special rights or restrictions as to voting for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or representative or proxy of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.
69. In the case of joint holders of shares of the Company, the joint holders shall be considered as one (1) Member. If the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; where if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised.
70. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Clause to transfer any shares 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 forty-eight (48) hours at least before the time of 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 transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
71. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him to the Company in respect of shares in the Company have been paid.
72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
73. 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 Seal or under the hand of an officer or attorney duly

authorised. 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 and the provisions of Section 294 of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

74. The instrument appointing a proxy shall be in the following form or in any other form which the Directors may approve:-

RHB INSURANCE BERHAD

I/We, \_\_\_\_\_ NRIC/Passport/Company No. \_\_\_\_\_ being a Member/Members of RHB Insurance Berhad, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ \*and/or \_\_\_\_\_, or failing him/her, the Chairman of the meeting 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 at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

*The proposed amendments are to update the prescribed form.*

The proportion of \*my/our holding to be represented by \*my/our proxies are as follows:

First Proxy (1)	Second Proxy (2)
-----------------	------------------

\*My/our proxy is to vote as indicated below:

Resolution	For	Against

(Please indicate with an "x" in the space indicated above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion.)

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

\*Delete if not applicable

A proxy may but does not need to be a Member of the Company.

To be valid this form duly completed must be deposited at the Office of the Company not less than forty-eight (48) hours before the time for holding the meeting.

If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney.

75. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified 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 for holding the meeting or adjourned meeting at which the person named in the 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.
76. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the

instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

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

#### **DIRECTORS: APPOINTMENT, ETC**

78. Until otherwise determined by a general meeting, the number of Directors including a managing director shall not be less than five (5) nor more than ten (10) but in the event of any casual vacancy occurring and reducing, the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. *Number of Directors*
79. 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 one-third (1/3), shall retire from office.
80. A retiring Director shall be eligible for re-election, but save as aforesaid no person other than a person whose election is recommended by the Directors is eligible for election as a Director at a general meeting unless a notice of intention to propose his election signed by a Member and a notice of his consent signed by himself have been left at the Office not more than one (1) month nor less than seven (7) days before the date appointed for the meeting.
81. 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.
82. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting, it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a 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.
83. At the 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.
84. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
85. 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. 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.

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

#### **REMUNERATION OF DIRECTORS**

87. The fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director, shall from time to time be determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. No remuneration shall be paid to both an alternate Director and the Director nominating him unless specifically authorised by the Company in general meeting. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
88. If any Director being willing and having been called upon to do so by the other Directors shall render or perform special or extraordinary services or travel or reside abroad for any business or purposes on behalf of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses and also such remuneration as the Directors may think fit, either as a fixed sum or as percentage of profits or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Company.

#### **DISQUALIFICATION OF DIRECTORS**

89. The office of a Director shall be vacated if the person holding that office:
- Vacation of Office*
- (a) resigns by giving a written notice to the Company at the Office; or
  - (b) has retired in accordance to the provisions of the Act or in accordance with this Constitution but is not re-elected; or
  - (c) is removed from office in accordance with this Act or this Constitution; or
  - (d) becomes disqualified from being a Director under the Act and by reason of any laws applicable to the Company; or
  - (e) becomes bankrupt during his term of office; or
  - (f) 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; or
  - (g) dies; or
  - (h) if he is absent from more than twenty-five per centum (25%) (or such percentage as may be stipulated by the relevant regulations for the time

being in force) of the total Board of Directors' meeting held during each financial year unless approval is obtained from the relevant regulators to waive this requirement; or

- (i) if he is ineligible to be a Director by reason of any of the provisions of the Insurance Act, 1996 and any amendments thereof for the time being in force.

#### **POWERS AND DUTIES OF DIRECTORS**

- 90. The business of the Company shall be managed by or under the direction of the Board. The Board has all the powers necessary for managing and for 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 Statutes and this Constitution. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company. A Director shall exercise reasonable care, skill and diligence with (a) the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and (b) any additional knowledge, skill and experience which the Director in fact has.
- 91. The Directors may exercise all the power 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.
- 92. The Directors 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 such subsidiary, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payment for or towards any hospital or scholastic expenses or any insurance 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 general meeting.
- 93. The Directors may exercise all the powers conferred by Section 62 of the Act in relation to any official Seal for use outside Malaysia and Section 53 of the Act in relation to branch register.
- 94. The Directors 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 Directors, to be the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 95. 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 from time to time determine.

96. A Director may hold any other office or place of profit under the Company (other than the office of Auditors) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which 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.
97. 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 was not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as Auditors of the Company.

#### **MINUTES AND REGISTERS**

98. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
  - (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.
  - (d) of all orders made by the Directors and any Committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

99. 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 and managers of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act.

#### **PROCEEDINGS OF DIRECTORS**

100. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them and notice of such meeting sent to the registered addresses of Directors shall be deemed to be a compliance with this Constitution. A Director present at a meeting shall be presumed to have agreed to, and have voted in favour of, a resolution of the Board unless such Director expressly dissents from or votes to object against the resolution at the meeting.



101. The quorum necessary for the transaction of the business of the Directors shall be three (3) or fifty per centum (50%) of total Board members, whichever is higher (or such number or percentage as may be stipulated by the relevant regulations for the time being in force) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.
102. (1) For the purpose of Clause 100, and subject to the laws for the time being in force in this jurisdiction, the contemporaneous linking together by an instantaneous telecommunication device of a number of Directors no less than the quorum required by Clause 101, whether or not any one (1) or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors and all provisions of this Constitution as to meeting of the Directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-
- (a) all the Directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by this Constitution;
  - (b) each of the Directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each of the other Director taking part at the commencement and for the duration of the meeting; and
  - (c) at the commencement of the meeting each Director must acknowledge his presence for the purpose of the meeting to all other Directors taking part.
- (2) A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting.
- (3) Minutes of the proceedings of Directors' meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the meeting.
- (4) For the purpose of this Clause, "instantaneous telecommunication device" means any telecommunication conferencing device with or without visual capacity.

103. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but 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 Directors present may choose one (1) of their number to be Chairman of the meeting.
104. Subject to these Clauses, questions 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 determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue.
105. The Directors may delegate any of their powers, other than the powers to borrow and make calls, to Committees consisting of one (1) or more members of their body as they think fit. Any Committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.
106. Any member of a committee may participate at a committee meeting by way of instantaneous telecommunication device in accordance with the provisions of Clause 102.
107. Every Director shall comply with the provisions of Section 221 of the Act in connection with the disclosure of his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
108. A Director may vote and be counted in a quorum at a meeting in respect of:-
- (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; or
  - (c) any contract by the Director himself or any other Director to subscribe for or underwrite shares or debenture of the Company; or
  - (d) any contract or arrangement with any other company in which he is interested either or both as an officer of that other company or as a holder of shares or other securities in that other company.
109. Unless any of the other Directors present disagree, a Director who has complied with Section 221 of the Act may vote in respect of any other contract or arrangement in which he is interested.
110. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the right of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under

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

111. 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 or 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 Directors 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 them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in 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 manner aforesaid.

#### **ALTERNATE DIRECTORS**

112. (a) Each Director shall have power from time to time to nominate another Director or any person, not being a Director, to act as his alternate Director and at his discretion to remove such alternate Director; but in the case of a person not already a Director, his appointment shall not take effect until approved by a majority of the other Directors.
- (b) 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 of the Directors and to attend, speak and vote at any such meeting at which his appointor is not present.
- (c) One (1) person may act as alternate Director to more than one (1) Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote.
- (d) Any appointment or removal of an alternate Director may be made by cable, telegram or radiogram, telex or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (e) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reasons of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.
- (f) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (g) 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.

#### **VALIDATION OF ACTS OF DIRECTORS**

113. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### **CIRCULAR RESOLUTIONS**

114. A resolution in writing signed or assented to by all the Directors or their alternates who may at the time be present in Malaysia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents including facsimile or other similar means of communication by instantaneous communication device, in similar form, each signed or assented to by one (1) or more Directors.

#### **MANAGING DIRECTORS**

115. The Directors may appoint one (1) or more of members of the Board of Directors for the time being and from time to time to the office of managing director for such period and on such terms as they think fit. A managing director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.
116. 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.
117. In addition to the powers conferred on the managing director pursuant to this Constitution, the Directors may entrust to and confer upon the managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers and the managing director may delegate all or any of the powers so conferred upon him in any manner that he thinks fit. The managing director shall be subject to the control of the Board of Directors.

#### **SECRETARY**

118. The Board shall appoint a Secretary or Secretaries in accordance with the Act and determine the terms and conditions of such appointment. The Secretary may resign from office by giving a notice to the Board.

## SEAL

119. 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. The Directors may from time to time (subject to the provisions of Clause 14 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, as to which no person dealing with the Company shall be concerned to see or enquire and subject always to the provisions of Clause 14, the Seal shall be affixed in the presence of at least one (1) Director and the Secretary, who shall sign every instrument to which the Seal is affixed.

## AUDIT

120. Auditors shall be appointed and their duties regulated in accordance with Sections 271 to 287 of the Act.

## DIVIDENDS AND RESERVES

121. Subject to applicable laws and as provided herein, the Directors may, with the sanction of a general meeting from time to time declare dividends, but no such dividend shall be payable otherwise than out of the profits of the Company, and if the Company is solvent, and after all the provisions of the Financial Services Act 2013 or any modifications thereof for the time being in force have been duly complied with. Before such distribution is made by the Company to the Members, such distribution must be authorised by the Directors of the Company in accordance with the Act.
122. The Directors may if they think fit from time to time, pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company and that the Directors are satisfied that the Company will be solvent immediately after the distribution of dividends is made. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
123. No unpaid dividend, bonus or interest shall bear interest against the Company. *No interest on unpaid dividend*
124. Subject to applicable laws, the Directors may, before recommending the payment of 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. The Directors may also without placing the same to reserve carry forward any profits which they may *Payment of dividends*

think prudent not to divide.

125. 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 on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on as a share in advance of calls shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid proportionately to the amount paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.
126. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
127. 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 share transfer the same.
128. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.
129. Where there is a declaration of a dividend or bonus issue of shares, direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settled the same as they think expedient, and in particular issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.
130. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant or by way of direct transfer by means of electronic payment systems upon terms and subject to conditions as the Directors may stipulate, payable to the order of the Member registered in the Register of Members. Every cheque or warrant shall be sent by post directed to the last registered address of a Member appearing on the Register of Members or to such address as a Member may in writing direct, and the receipt of such a Member or person aforementioned shall operate as a good discharge to the Company for all dividends, bonuses or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

#### **CAPITALISATION OF PROFITS**

131. 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 profit and loss account of otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions *Power to capitalise*

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.

132. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for 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 up 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 affective and binding on all such Members.
- Effect of resolution  
to capitalise*

#### **LANGUAGE**

133. Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English language, the Directors shall cause a true translation of such accounts, 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 accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.

#### **DESTRUCTION OF DOCUMENTS**

134. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of six (6) years from the 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 notification 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 of Members which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other 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:-
- (i) the foregoing provisions of this Constitution 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;

- (ii) nothing contained in this Constitution shall be construed 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 Constitution; and
- (iii) reference in this Constitution to the destruction of any document include references to its disposal in any manner.

#### **AUTHENTICATION OF DOCUMENTS**

- 135. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitutions 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 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.
- 136. 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 Clause 135 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.

#### **NOTICES**

- 137. Every Member shall be entitled to have notices served upon him at his registered address.
- 138. A notice or any other document may be served by the Company on any Member in hard copy either personally or by post to the address supplied by the Member for such purpose.
- 139. A notice or any other document may also be given to any Member in electronic form or partly in hard copy and partly in electronic form. A notice or any other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing them on a website. The contact details of a Member as provided to the Company shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member. *Electronic notices*
- 140. Any notice or other document if served by post shall be deemed to be served in the case of a Member having an address for service in Peninsular Malaysia or the Republic of Singapore two (2) days following that on which a properly stamped letter containing the same is posted within Peninsular Malaysia or the Republic of Singapore and in the case of a Member having an address for service outside Peninsular Malaysia and the Republic of Singapore seven (7) days following that on which the letter suitably stamped at airmail rates containing the same is posted within Peninsular Malaysia or the Republic of Singapore. In proving service by post, it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.
- 141. Any notice or document delivered or sent by post to, or left at, the registered address



of any Member shall, if such Member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.

142. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the register as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
143. Notice of every general meeting shall be given in any manner herein before authorised to:-
- (a) every Member, including any person who is 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, and the Company has been notified of the person's entitlement in writing;
  - (b) every Director; and
  - (c) the Auditors.

#### WINDING-UP

144. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company divide among 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 of other securities whereon there is any liability. *Distribution of assets in specie*
145. Without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- (a) if the Company shall be wound up and the assets available for distributions 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 a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, the shares held by them respectively.

## INDEMNITY

146. The Company may indemnify an officer or Auditors for any cost incurred in him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an officer or Auditors, and in which judgment is given in favour of the officer or Auditors or in which the officer or Auditors is acquitted or in which the officer or Auditors is granted relief under this Act, or where proceedings are discontinued or not pursued. *Indemnity*

The Company may indemnify an officer or Auditors in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditors, and costs incurred by that Director or officer or Auditors in defending or settling any claim or proceedings relating to such liability, except –

- (a) any liability of the Director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising; or
- (b) any liability of the Director in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or an associated Company, in which judgment is given against him.

The Company may also indemnify an officer or Auditors in connection with an application for relief under this Act.