

**THE COMPANIES ACT, 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**RHB BANK BERHAD
COMPANY NO. 6171-M**

INCORPORATED ON 4th DAY OF OCTOBER, 1965



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

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

No. Syarikat

6171	M
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

DCB BANK BERHAD

yang telah diperbadankan di bawah ~~Act~~ ^{Ordinance-ordinance} pada
Syarikat Negeri-negeri Tanah Melayu, 1940-1946,
04 haribulan oktober, 1965, sebagai sebuah syarikat

Awam, pada 01 haribulan Julai, 1997,
telah menukar namanya kepada

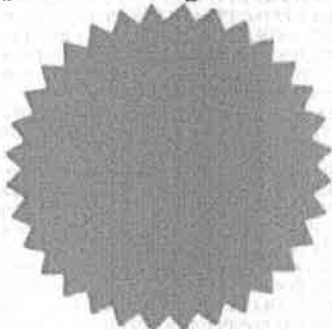
RHB BANK BERHAD

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 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

6171	M
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Ini adalah untuk memperakui bahawa

DEVELOPMENT AND COMMERCIAL BANK BERHAD

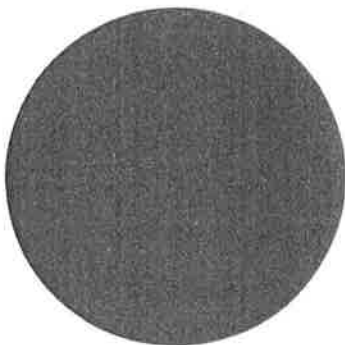
~~Ordinance-Ordinance~~ Syarikat Negeri-Negeri Tanah Melayu, 1940-1946 yang telah diperbadankan di bawah ~~Akta Syarikat 1965~~, pada 04 haribulan Oktober, 1965, sebagai sebuah syarikat awam, pada 17 haribulan Disember, 1994, telah menukar namanya kepada


DCB BANK 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 17 haribulan Disember, 1994.




(NORIAH BTE ABIDIN)
Penolong Pendaftar Syarikat
Malaysia

(Courts 565)

FORM 13

COMPANIES ACT, 1965

[Section 21 (6)]

No. of company

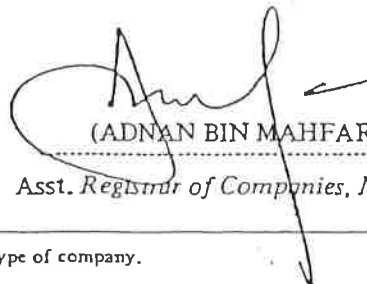
332/65

(Tempatan 6171)

CERTIFICATE OF INCORPORATION ON CHANGE
OF NAME OF COMPANY

This is to certify that DEVELOPMENT & COMMERCIAL BANK (LIMITED) BERHAD, which was, on the 4th day of October, 1965, incorporated under the Companies Ordinances, 1940-1946, did on the 20th day of September, 1982, change its name to DEVELOPMENT AND COMMERCIAL BANK BERHAD, and that the company is* a company limited by shares.

Given under my hand and seal, at Kuala Lumpur, this 20th day of September, 1982.


(ADNAN BIN MAHFAR)
Asst. Registrar of Companies, Malaysia

*Insert type of company.

FORM 13

COMPANIES ACT, 1965

[Section 21 (6)]

No. of company

332/65

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that ~~DEVELOPMENT AND COMMERCIAL BANK BERHAD~~ ^{LIMITED} which was, on the... 4th ...day of... October ..., 1965..., incorporated under the Companies ~~ACT, 1965~~ ^{Ordinances, 1940 to 1946}, did on the... 15th ...day of... April ..., 19 66..., change its name to ~~DEVELOPMENT & COMMERCIAL BANK (LIMITED) BERHAD~~ and that the company is ^{a company limited by shares.}

Given under my hand and seal, at... Kuala Lumpur ..., this... 29th ...day of... April ..., 19 68...



(S. Sambasivam)
Deputy Registrar of Companies
Malaysia.

* Insert type of company.

STATES OF MALAYA

(Courts 182b)

~~FEDERATION OF MALAYA~~

**CERTIFICATE UNDER SECTION 95 (3) OF THE COMPANIES ORDINANCES,
1940 TO 1946, THAT A COMPANY IS ENTITLED TO COMMENCE
BUSINESS**

I, **MOHAMED HASHIM BIN AMIN, Acting**

Registrar of Companies, hereby certify that

DEVELOPMENT AND COMMERCIAL BANK BERHAD LIMITED

has this day filed with me the Statutory Declaration required under the provisions of Section 95 (2) (c) of the Companies Ordinances, 1940 to 1946, and that the said Company is entitled to commence business.

Given under my hand this 8th day of November, 19 65 .



[Handwritten Signature]
Ag. Registrar of Companies,
~~Federation of Malaya~~
States of Malaya

No. 332/65.

STATES OF MALAYA

CERTIFICATE OF INCORPORATION

OF

DEVELOPMENT AND COMMERCIAL BANK BERHAD LIMITED

[Under Section 15 (1) of the Companies Ordinances, 1940 to 1946]

I,

MOHAMED HASHIM BIN AMIN, Acting

Registrar of Companies, hereby certify that

DEVELOPMENT AND COMMERCIAL BANK BERHAD LIMITED

is this day registered and incorporated under the Companies Ordinances and that the Company is limited.

Given under my hand this **4th** day of **October**, 19**65**.



Ag. Registrar of Companies,
States of Malaya

THE COMPANIES ACT, 2016
MALAYSIA
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
RHB BANK BERHAD
COMPANY NO. 6171-M

1. The name of the Company is "RHB BANK BERHAD".
2. The registered office of the Company will be situated in Malaysia.
3. The liability of the members is limited.
4. 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.
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 the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:- Interpretation. Meanings.

"Auditors"	The auditors of the Company for the time being;
"Board of Directors"	The board of directors of the Company for the time being;
"Central Depositories Act"	Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force;
"Chairman"	The Chairman of the Board of Directors;
"Depositor"	A holder of a Securities Account established by the Depository;

“Depository”	Bursa Malaysia Depository Sdn Bhd (165570-W);
“Deposited Security”	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense;
“Deputy Chairman”	The Deputy Chairman of the Board of Directors;
“dividend”	Includes bonus;
“Directors”	The Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors and includes their respective alternates;
“in writing”	Written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words;
“Listing Requirements”	Listing Requirements of the Stock Exchange including any amendment, revision, or supplement to the Listing Requirements that may be made from time to time;
“market day”	A day on which the Stock Exchange is open for trading in securities;
“Member”	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 (except the Depository in its capacity as a bare trustee) and/or in the Record of Depositors as a registered shareholder of the Company;-
“month”	Calendar month;
“the Office”	The registered office of the Company;
“the Act”	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force and every other Act of the time being in force concerning companies and affecting the Company;
“the Company”	RHB Bank Berhad;
“the Constitution”	The constitution of the Company, as originally framed or altered from time to time by special resolution;
“Record of Depositors”	A record provided by the Depository to the Company under Chapter 24 of the Rules;
“Register”	The register of members to be kept pursuant to the Act;

“Rules”	The Rules of the Depository and any appendices thereto as may be amended or modified from time to time;
“the Seal”	The Common Seal of the Company;
“Secretary”	The Secretary or Joint Secretaries of the Company appointed by the Directors under this Constitution and shall include an Assistant or Deputy Secretary, and any person appointed by the Board of Directors to perform any of the duties of the Secretary;
“Securities”	Debentures, stocks and shares of the Company and includes any right or option in respect thereof;
“Securities Account”	An account established by the Depository for a Depositor for the recording of deposit of Securities and for dealings in such Securities by the Depositor;
“Share Seal”	The seal of the Company which is adopted from time to time by the Board of Directors specifically to be affixed on share certificates issued by the Company pursuant to this Constitution;
“the Statutes”	The Act, the Financial Services Act, 2013 and every other Ordinance or Act for the time being in force concerning banking and joint stock companies and affecting the Company;
“Stock Exchange”	Bursa Malaysia Securities Berhad and/or other stock exchange on which the Securities of the Company are quoted.

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

Words importing the masculine gender only shall include the feminine and neuter gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes or the interpretation and the Interpretation Act, 1948 and 1967, as amended from time to time and any re-enactment thereof, shall bear the same meaning in this Constitution. The headings are inserted for convenience only and shall not affect the construction of this Constitution.

PUBLIC COMPANY

7. The Company is a public company limited by shares.

SHARES

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued but subject to the Act, any shares in the Company (whether forming part of the original capital or not) may be issued by the Directors with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital voting or otherwise, as the Directors may from time to time subject to an ordinary resolution of the Company determine provided that:-
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited financial statements and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning the disposal of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on such shares is in arrears for more than six (6) months or during the winding up of the Company;
- (b) the Company may issue further preference capital ranking equally with, or in priority to, preference shares already issued; and
9. 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.
10. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company or its holding company, if any, and the Company shall not, except as authorised by Section 123 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company or in its holding company nor, except as authorised by Section 224 of the Act, make, guarantee or provide any security in connection with a loan to any Director of the Company or its holding company.
11. (a) Except for preference shares to which Clause 10(b) shall apply whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with a written consent representing not less than seventy-five (75) per centum of the total voting rights of the shareholders in the class or a special resolution passed by shareholders in that class sanctioning the variation. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are

Power to issue preference shares.

Preference shares redeemable.

Funds of the Company not to be used for purchase of Company's shares.

Variation of rights of classes of shareholders.

present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively.

- (b) The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing representing not less than seventy-five (75) per centum of the total voting rights of the preference shareholders concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
- Alteration of rights of preference shareholders.
12. The Company may exercise the powers of paying commissions 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 the rate of ten (10) per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per centum of such 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.
- Powers of paying commissions and brokerage.
13. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as in for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.
- Shares issued for purpose of raising money for construction of works or buildings.
14. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these presents to the Act and to the provisions of any resolution of the Company, shares in the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Directors may determine but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions:-
- Allotment of shares.
- (a) In the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five (5) per centum of the offer price of the share;
- (b) In the case of shares other than ordinary shares, no special rights shall be attached unless the same have been expressed in this Constitution;

- (c) Subject to any conditions imposed by the Stock Exchange and/or other relevant authorities, no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members of the Company in general meeting;
- (d) Every issue of shares or options to employees and/or Directors shall be approved by the Members in general meeting and in the case of Directors:-
 - (i) such approval shall specifically detail the amount of shares or options to be issued to each Director; and
 - (ii) only Directors holding office in an executive capacity shall participate in such an issue of shares or options.
- (e) (i) Subject to any direction to the contrary that may be given by the Company in general meetings and subparagraph (ii) below, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.
 - (ii) Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Sections 75 and 76 of the Act, the Company shall not issue any shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten (10) per centum of the total number of the issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with prior shareholders' approval

in a general meeting of the precise terms and conditions of the issue.

- (f) The Company shall allot and issue shares or securities, and despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities within such periods as may be prescribed by the Stock Exchange.
- (g) The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements and/or any regulations or directives issued thereunder from time to time prescribed by the Stock Exchange applicable to any allotment of its securities.

15. Except as required by law, no person shall be recognised by the Company as holding any shares 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 shares, or (except as provided by this Constitution) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder except as otherwise provided for by this Constitution or by the Statutes required or pursuant to any order of court or as required by the Central Depositories Act and the Rules.

Trusts not to be recognised.

CERTIFICATES

16. The Registrar of the Company shall only issue jumbo certificates in respect of shares or securities in favour of Bursa Malaysia Depository Nominees Sdn Bhd as it may be directed by the Securities Commission pending the crediting of shares or securities into the Securities Account of the person entitled to such shares or securities or as may be prescribed by the Central Depositories Act and the Rules.
17. Certificates representing shares or securities of the Company may be deposited with the Depository. Any trade settlement of the shares or securities in respect of trade carried out on the Stock Exchange shall be executed through the Depository System and such provisions of the Central Depositories Act and the Rules shall, mutatis mutandis, apply.
18. Every certificate including certificate of title to Security that is not a Deposited Security shall be issued under the Share Seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means of one Director, and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the number and class of shares or securities to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature. The Company may use such autographical signature of any person who shall have been a Director or the Secretary of the Company at the time of signature

Share Certificate.

Securities Industry (Central Depositories) Act 1991.

Certificate to be under Share Seal.

notwithstanding the fact that such person shall have ceased to be a Director or the Secretary at the time of delivery of the certificate.

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

19. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or Record of Depositors as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. Transfer of shares belonging to unlocated Members to the Minister.
20. If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the shares held by the Member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the Member a transfer of those shares to the Minister charged with responsibility for finance. Disposal of shares to the Minister.
21. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Condition precedent to entitlement of dividend, vote and privileges.

LIEN OF SHARES

22. The Company shall have a first and paramount lien on all shares (not being fully paid shares) and all dividends thereon for all money (whether presently payable or not) called or payable at a fixed time in respect of those shares. The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and installments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. Company's lien on shares and dividends
23. (a) The Directors may serve upon any Member who is indebted or under obligation, engagement or liability to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation, engagement or liability and stating that if payment is not made or the said obligation, engagement or liability is not satisfied within a time (not being less than fourteen days) specified in such notice the shares held by such Member will be liable to be sold, and if such Member shall not comply with such notice within the time aforesaid the Directors, without further notice, may, for the purposes of enforcing the lien of the Company, sell such shares in such manner as they think fit subject to the Central Depositories Act and/or the Rules. Notice to pay amount due.

- (b) Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation, engagement or liability of the Member to the Company, and the residue (if any) shall be paid to the Member or his executors, administrators or assignees or as he shall direct. Application of sale proceeds.
24. For giving effect to any sale of shares under Clause 23 above or Clause 38(a), the Directors may authorise some person to transfer the shares sold to the purchaser thereof subject to the Central Depositories Act and/or the Rules. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares, or of any person claiming under or through him in respect of any alleged irregularity or invalidity, shall be against the Company in damages only. Transfer of Forfeited share.
25. 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 (8) per centum 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 moneys on shares which have been sold.
26. Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Register or Record of Depositors opposite to the share. The provisions of this Constitution are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice to be given.
27. 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 fully forfeited or sold on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of sale.

CALLS ON SHARES

28. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof made payable at fixed times; and each Member shall (subject to his having been given 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 made payable by instalments. A call may be revoked or postponed as the Directors Calls, and when payable.

- may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.
29. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of eight (8) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof. Interest on calls.
30. 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 and the like, and all other relevant provisions of the Statutes or this Constitution shall apply as if such sum were a call duly made and notified as hereby provided. Non-payment of calls.
31. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Arrangements and time for payment of calls.
32. (a) The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder at a rate not exceeding eight (8) per centum per annum. No dividend shall be payable upon such part of the share in respect of which such advance has been made. Except in a liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Advance on calls.
- (b) On the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the Member sued is entered in the Register or Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors, and that notice of such call was duly given to the Member sued according to the provision of this Constitution, and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt due from the Member sued to the Company. Action for recovery of any money due for any call.

TRANSFER OF SECURITIES

33. (1) The transfer of any Deposited Security shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 and 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security. Transfer of Securities.
- (2) Notwithstanding Clause 33(1) but subject to the Central Depositories Act, the Listing Requirements and the Rules, any holder of shares which are not deposited into a Securities Account shall not have any rights to deal with such shares in any manner whatsoever until and unless such shares have been credited into the Securities Account of such holder. For the avoidance of doubt, pending the crediting of the shares into the Securities Account of such holder, such holder shall have no right to vote and attend any general meeting exercise any rights to accept a rights issue offer, receive notice or reports from the Company or deal with such shares in any manner until the Depository has credited such shares into the Securities Accounts of such holder.
- (3) Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Registrar of the Company shall have no power to deal with the shares referred to in Clause 33(2) in any manner whatsoever except to comply with all the directives or orders issued by the Securities Commission, Stock Exchange or Depository.
- (4) Without prejudice to Clause 33(1) but subject to the Central Depositories Act and the Rules, any holder of a Security that is not a Deposited Security may transfer all or any of his Security that is not a Deposited Security by instrument in writing in the form prescribed and approved by the Act, the Central Depositories Act, the Listing Requirements or the Rules and if no such form is prescribed then in such form as may be prescribed by the Company, the instrument of transfer of any such Security that is not a Deposited Security shall be executed by or on behalf of the transferor and the transferee and left at the Office or such other place as the Directors may appoint accompanied by the certificate or certificates of such Security that is not a Deposited Security to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferee and that the intending transferee is a qualified person viz, not an infant, bankrupt or person of unsound mind.
- (5) The instrument of transfer shall be in such form as may be prescribed by the Central Depositories Act, the Rules, the Listing Requirements or the Act, as the case may be from time to time.

- (6) The Company shall provide a book and/or such other form or system of record or storage to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors and in which shall be entered the particulars of every transfer or transmission of every Security that is not a Deposited Security.
- (7) (a) The Directors may, in their discretion refuse or delay to register the transfer of any security, not being a fully paid security, and whether or not the Company claims lien on the same by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer.
- (b) If the Directors refuse or delay registering a transfer they shall give to the transferor and transferee written notice of the refusal and the precise reasons thereof within seven (7) days after the passing of the resolution in Clause 33(7)(a).
- (c) There shall be no restriction on the transfer of fully paid securities of the Company except where required by the law.
- (8) The Directors may decline to recognise the instrument of transfer in respect of Security that is not a Deposited Security unless:-
- (a) the instrument of transfer is duly stamped in accordance with the law in regard to the payment of stamp duty for the time being in force and such fee not exceeding Ringgit Malaysia Three (RM3.00) only per transfer is paid to the Company in respect thereof or such sum as the Company may be permitted by law and by the Stock Exchange governing the registration of transfer of securities;
- (b) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or certificates of the securities 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 if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
- (c) the instrument of transfer is in respect of only one class of security.
- (9) The Register of Transfers and Register may be closed and for such period as the Directors may from time to time determine provided always that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix the books closing date and the reason therefore shall be published in a

daily newspaper circulating in Malaysia and shall also be given to the Stock Exchange; such notice shall state the books closing date, which shall be at least ten (10) market days after the date of notification to the Stock Exchange, and the address of share registry at which documents will be accepted for registration. The said notice shall also state the purpose or purposes for which the Register is being closed. At least three (3) market days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to the Depository.

- (10) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities 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 securities proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities 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 securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
- (11) There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any securities, such fee, not exceeding Ringgit Malaysia Three (RM3.00) only, as the Directors may from time to time require or prescribe.
- (12) Subject as hereinbefore provided, the Company shall be entitled to destroy:-
 - (a) at any time after the expiration of seven (7) years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of securities of the Company which shall have been registered and all letters of request, renounced allotment letters, certificates for renounceable Security that is not a Deposited Security, forms of acceptance and transfer and applications for allotment in respect of which an entry in the Register of Transfer shall have been made and all records on

microfilm or on any other system of data recording and storage.

- (b) at any time after the expiration of one (1) year from the date of cancellation thereof, all registered certificates for securities of the Company (being certificates for securities in the name of a transferor and in respect whereof the Company has registered a transfer) and mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and
- (c) at any time after the expiration of one (1) year from the date of the recording thereof, all notifications of change of name or address

and shall conclusively be presumed in favour of the Company that:-

- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every certificate for securities or Security that is not a Deposited Security so destroyed was a valid certificate duly and properly cancelled; and
- (iii) 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-

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (2) nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of preceding proviso (1) above are not fulfilled;
- (3) references herein to the destruction of any documents include references to the disposal thereof in any manner; and
- (4) any document referred to in Clause 33(12)(b) and (c) may be destroyed at a date earlier than that authorised by this Clause provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its re-production.

TRANSMISSION OF SHARES

34. (1) In the case of the death of a holder of Security that is not a Deposited Security the legal personal representative or representatives of the deceased where he was a holder, shall be the only person recognised by the Company as having any title to his interest in the securities; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any security which had been held by him.
- (2) In the case of the death of a Member or a holder of other Deposited Securities, the legal personal representative(s) of the deceased shall apply to the Depository in such manner and form as may be prescribed by the Rules to transfer the ordinary shares or other Deposited Securities, as the case may be into Securities Account supported by the relevant documents.
- (3) Any person becoming entitled to a security in consequence of the death or bankruptcy of a holder thereof may, upon such evidence of title 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 security 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 security by that holder before his death or bankruptcy as the case may be. If any person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects.
- (4) Any person becoming entitled to ordinary shares in consequence of the death or bankruptcy of a Member may, subject to the Rules, apply to the Depository to transfer the shares into his Securities Account or such other Securities Accounts nominated by him supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and Depository a written notice signed by him expressing his aforesaid intention. All the limitations, restrictions and provisions of this Clauses relating to the right to transfer 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 the Member.
- (5) Provided that notice in writing thereof has been given to the Company subject to the Act, the Central Depositories Act and the Rules a person becoming entitled to a security by reason of the death or bankruptcy of the holder thereof shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the security,

except that he shall not before being registered as a Member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the security and if the notice is not complied with within thirty (30) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the security until the requirements of the notice have been complied with.

- (6) Where -
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) such Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

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

FORFEITURE OF SHARES

- | | | | |
|-----|-----|---|---------------------------------|
| 35. | (a) | If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a notice on the Member requiring payment of the amount unpaid together with any interest or compensation which may have accrued. | Notice to pay calls. |
| | (b) | The notice shall name a further day (not earlier than the expiration of fourteen 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 event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited. | Length of notice. |
| 36. | | 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. | Failure to comply with notice. |
| 37. | | A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Forfeiture to include dividend. |
| 38. | (a) | A forfeited share shall thereupon become the property of the Company and may be sold or otherwise disposed of on such terms as the Directors think fit and at any time before a sale or | Sale of forfeited share. |

disposition the forfeiture may be cancelled on such terms as the Directors think fit.

- (b) Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs.
- (c) The provisions of Clauses 24 to 27 inclusive shall apply to any sale made in pursuance of the provisions of this Clause.

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

CONVERSION OF SHARES INTO STOCK

- 40. The Directors may, from time to time, by special resolution, convert any paid-up shares into stock, and may from time to time, with the like sanction, reconvert such stock into paid-up shares of any number. Conversion of shares into stock and reconversion.
- 41. When any shares have been converted into stock, the holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction then in the same manner and subject to the same regulations 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 will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable. Shareholders of stock may transfer their interests.
- 42. The holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purposes of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profit and assets of the Company, shall be conferred by any such aliquot part of consolidated stock as would not, if existing in shares, have conferred such privileges or advantages. Participation in dividends and profits.
- 43. All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder". Provisions applicable to paid-up shares to apply to stock.

INCREASE OF CAPITAL

- 44. 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 Power to increase capital.

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.

45. 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.

ALTERATIONS OF CAPITAL

46. (a) The Company may alter its share capital by passing a special resolution to:-
- Alteration of capital.
- (i) 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 is derived;
 - (ii) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;
 - (iii) sub-divide its shares or any of the shares, whatever is in the sub-division, 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;
 - (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; or
 - (v) reduce its share capital.
- (b) Anything done in pursuance of this Clause shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.
- Method of Execution.

GENERAL MEETINGS

47. (a) The Company shall, in accordance with the provisions of the Act hold an annual general meeting in every calendar year, in addition to any other meetings held in that year. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next. Annual General Meeting.
- (b) All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary General Meetings.
48. A meeting of Members may be convened by: - Calling of meetings.
- (a) the Board of Directors; or
- (b) any member holding at least ten (10) per centum of the issued share capital of the Company.
49. The time and place of any meeting shall be determined by the Company. Time and place.
50. (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 chairperson shall be present at the main venue of the meeting; and
- (b) Participation by Members at different venues shall be counted as quorum.

NOTICE OF GENERAL MEETINGS

51. (a) 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 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. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by way of advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange. Notice of Meetings.
- (b) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (c) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting

(hereinafter referred to as "the general meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1966 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the general meeting Record of Depositors.

52. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Clause, be deemed to have been duly called if it is so agreed :-
- (a) in the case of a meeting called as the annual general meeting, if agreed by all the Members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, if agreed by the majority in the number of Members entitled to attend and vote at the meeting, being a majority who together hold not less than ninety-five (95) per centum in the number of the shares giving that right.
53. Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member and shall also specify the place at which the instrument of proxy is to be deposited.
54. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Short Notice.

Notice to specify time and business.

Omission not to invalidate proceedings.

PROCEEDINGS AT GENERAL MEETINGS

55. 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 reports of the Directors and Auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
56. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two (2) Members personally present shall be a quorum. For the purposes of this Clause a Member present in person shall include a Member present by proxy or by a corporate representative or representatives.

Extraordinary general meeting and annual general meeting.

Quorum at general meeting.

57. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on 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 or to such other time and place as the Director may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved. When quorum not present.
58. The Chairman (if any) and in his absence the Deputy Chairman (if any, or, in the event that two (2) or more Deputy Chairmen have been appointed, the senior in appointment among them), shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting no such officer is present within fifteen (15) minutes after the time appointed for holding the same, the Members present shall choose one of the Directors, or if no Director be present, or if all the Directors present decline to take the chair, one of their number, save for proxies to be Chairman of the meeting. Chairman of General Meetings.
59. The Chairman of the meeting 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 notice of an adjournment or of the business to be transacted at an adjourned meeting. Meeting may be adjourned.
60. (a) Subject to any express requirements of the Listing Requirements, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is called for: Vote to be decided by show of hands, when poll may be demanded.
- (i) by the Chairman of the meeting; or
 - (ii) by at least three Members entitled to vote at such meeting present in person or by proxy; or
 - (iii) by any Member or Members entitled to vote at such meeting present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
 - (iv) by any 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 one-tenth of the total sum paid up on all the shares conferring that right;

and unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (b) If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. Poll to be taken as Chairman shall direct
- (c) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be counted by the poll administrator, and verified by the scrutineers, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll. Polling options
- (d) The demand for a poll may be withdrawn. Withdrawal of demand.
61. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. When no poll may be demanded.
62. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Error in counting votes not to vitiate result of voting.
63. 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 further or casting vote in addition to the votes to which he may be entitled as a Member. Casting vote of Chairman.

VOTES OF MEMBERS

64. Subject to any special rights or restrictions as to voting for the time being attached to any shares or classes of shares, on a show of hands every Member who is present in person shall have one (1) vote, and on a poll every Member who is present in person or by proxy shall have one (1) vote in respect of any share or shares upon which all calls due to the Company has been paid of which he is the holder. If the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that How Members may vote.

each unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

65. (a) If any Member who is of unsound mind or whose person or estate is liable to be dealt with in any manner under the law relating to mental disorder, he may vote whether on a show of hands or at a poll, by his committee or such other person as properly has the management of his estate, any such committee or other person may vote by proxy or attorney. Vote by persons under disability.
- (b) No objection shall be raised to the qualification of any vote 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.
66. Save as herein expressly provided and subject to Clauses 51(b) and (c) above, no person other than a Member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any general meeting. Entitlement to vote.
67. On a poll and a show of hands, votes may be given either personally or by proxy. A proxy need not be a Member of the Company and a Member may appoint one (1) or more proxies. There is no limit to the number of proxies in respect of omnibus account for a Member who is an exempt authorised nominee of the Company. Where a Member appoints two (2) proxies to attend the same meeting, the Member shall specify the proportion of his shareholdings to be represented by each proxy. Poll and proxy.
68. Notwithstanding Clause 67, where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. Appointment of more than one proxy for exempt authorized nominee company.
69. 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 were an individual Member of the Company. Representation of Company-Member.
70. The instrument appointing a proxy shall be in the form or to the effect following or in any other form which the Directors may approve:- Appointment of proxy.

RHB BANK BERHAD

I/We, _____ NRIC/Passport/Company No. _____ of being *a Member/Members of RHB Bank Berhad, hereby appoint of _____ *and/or _____ of _____ or failing him/her, the Chairman of the meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the (annual or extraordinary as the case may be) general meeting of the Company to be held at _____ on day of _____ and at any adjournment thereof. 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 registered 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.

- 71. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Instrument of appointment.

- 72. 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 such instrument proposes to vote; or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. A Member not resident in Malaysia may by cable or by facsimile or other telegraphic communication appoint some person who need not be a Member of the Company as proxy to Instrument to be deposited.

vote for him at any meeting of the Company provided (a) such cable or facsimile or other telegraphic communication shall have been received at the Office not less than forty-eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such cable or facsimile or other telegraphic communication proposes to vote and (b) the Directors are satisfied as to the genuineness of such cable or facsimile or other telegraphic communication.

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| 73. | The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy in the manner referred to in Section 294 of the Act. | Extent
authority. | of |
| 74. | Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjournment meeting at which the proxy is used. | Validity of proxy. | |

DIRECTOR

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| 75. | Until otherwise determined by a general meeting the number of Directors shall not be less than five (5) or more than fifteen (15). | Number
Directors. | of |
| 76. | The Company may from time to time by ordinary resolution increase or reduce the maximum and the minimum number of the Directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Increase
reduction
number
Directors. | or
in
of |
| 77. | (a) A Director who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors as soon as he becomes aware of such contract or arrangement and such Director shall not be present and/or participate in deliberations concerning such contract or arrangement nor shall he cast his vote in regard to the said contract or proposed contract or arrangement. Such Director also shall not be present during the deliberation of such contract or arrangement unless the Director or any person linked to him cannot reasonably be expected to derive a benefit or suffer a detriment from such transaction or arrangement in a way that will place the Director in a position of conflict. | Director
interested
contract
declare. | in
to |
| | (b) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, | Director may hold
office of profit
under the
Company. | |

either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise. No such contract, and no contract or arrangement entered into by or on behalf of the Company, in which any Director is in any way interested, shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

- (c) Subject to any express requirements of the Listing Requirements and the Statutes, a Director of the Company may with the consent of the Board of Directors be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a 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 interests in, such other company unless the Company otherwise directs. Director may become director of other company.
78. The Companies shall keep a register of Directors as required by Sections 57 and 59 of the Act, and the said register shall be open to the inspection of Members and holders of the debentures of the Company as required by the said Sections. Register of Directors to be kept.
79. 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. Directors' qualification.
80. 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 be approved at a general meeting. Such fixed sum shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which the Director has held office Provided Always that:- Directors' remuneration.
- (i) fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
 - (ii) salaries payable to Executive Directors may not include a commission on or percentage of turnover;

- (iii) fees payable to Directors, and any benefits payable to Directors, shall be subject to annual shareholder approval at a general meeting;
 - (iv) any fee paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
81. (a) The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Director's reimbursement and remuneration for certain services.
- (b) If any Director, being willing, shall be called to perform extra services, or to make any special relations in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing all travelling, hotel and other expenses properly incurred by him in attending and returning from a 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.
82. Any Director may appoint a person to act as his alternate, provided that – Alternate Directors.
- (a) such person is not a Director of the Company;
 - (b) such person does not act as an alternate for more than one (1) Director of the Company;
 - (c) the appointment is approved by a majority of the other members of the Board of Directors; and
 - (d) any fee paid by the Company to the alternate shall be deducted from the Director's remuneration.

Such Director may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, save as provided in Clause 82(d) above, but he shall be entitled (subject to his giving to the Company an address within Malaysia at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. An alternate Director may be removed from office by a resolution of the Board of Directors, and shall ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Clause which was in force immediately prior to his retirement shall continue to operate after such re-election

as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Clause shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.

MANAGING DIRECTOR

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| 83. | (a) | The Directors may from time to time appoint one or more of their number to the office of managing director or to any other executive office under the Company on such terms as they think fit subject to the terms of any agreement or arrangement entered into in any particular case, may revoke any such appointment. A Director so appointed shall while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, and his appointment shall be automatically determined if he ceases from any cause to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company. | Appointment of managing director or executive director. |
| | (b) | The remuneration of any managing director or any Director holding an executive office under the Company for his services as such, subject to the terms of any agreement entered into any particular case, shall be determined by the Directors and may be of any description except that the remuneration of a managing director may not include a commission on or percentage of turnover. | Remuneration of managing director or executive director. |
| | (c) | The Directors may entrust to and confer upon the managing director or the Director holding an executive office under the Company 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 but in any case, the managing director or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board of Directors. | Powers of managing director or executive director. |

SECRETARY

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| 84. | The Board of Directors shall appoint a Secretary or Joint Secretaries and determine the terms and conditions of such appointment. The Secretary may resign from Office by giving a notice to the Board of Directors. | Appointment and Resignation of Secretary. |
| 85. | (a) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary. | Same person may not act as Director and Secretary simultaneously. |

- (b) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors. Joint Secretaries.

POWERS AND DUTIES OF DIRECTORS

86. (a) The business of the Company shall be managed by, or under the direction of the Board of Directors. The Board of Directors 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 Listing Requirements, the Statutes and this Constitution. The Board of Directors shall comply fully with all the terms, conditions and stipulations contained in the Financial Services Act, 2013 and any modifications thereof for the time being in force. Any sale of disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to approval by Members in general meeting. General powers of Company vested in Directors.
- (b) Without prejudice to the generality of the foregoing sub-clause the Directors may on behalf of the Company pay a gratuity, pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependant of an employee or ex-employee; Director or former Director in such manner and to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take out policies of insurance and pay the premium reserved thereby. Directors may pay gratuity, pension or allowance.

BORROWING

87. (a) The Directors may exercise all the powers of the Company (but not those of any of its subsidiaries) to borrow or secure money and to mortgage or charge its undertaking, property, uncalled capital or any part thereof or to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any related third party; Power Directors of to borrow.
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

SEAL

88. (a) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed by one Director and shall be Custody of Seal.

countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

- (b) For the purpose of sealing share certificates to be issued by the Company, the Company shall have a duplicate Seal pursuant to Section 63 of the Act which shall be a facsimile of its Seal with the addition on the fact of it of the words "Share Seal" and a certificate sealed with such duplicate Seal shall be deemed to be sealed with the Seal of the Company. Share Seal.

SEAL FOR USE ABROAD

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

BRANCH REGISTER

90. The Company may exercise the powers conferred upon the Company by Section 53 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those Sections) make and vary such provisions as they may think fit respecting the keeping of any such register. Branch register.

EXECUTION OF NEGOTIABLE INSTRUMENTS

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

LOCAL BOARDS AND ATTORNEYS

92. (a) The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in the Republic of Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors or agents, and may fix their remuneration and may delegate to any local board, manager, inspector or agent, any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have Local boards or agencies.

been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.

- (b) The Directors may at any time, and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the Members of any local board established as aforesaid, or in favour of any company, or of the members, Directors, nominees or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such powers and provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

Powers of Attorney.

- (c) The Directors may from time to time appoint any person or persons to hold office as general adviser or as adviser to the Company at the Office or at any of the branches of the Company, for a period not exceeding one year from the date of appointment, but at the expiration of such period the same person or persons may be re-appointed for another period not exceeding one year. It shall be the duty of a general adviser or adviser to assist the Company with his counsel and advice when so requested.

General Advisers.

VACATION OF OFFICE BY DIRECTORS

93. 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;
- (b) has retired in accordance to the provisions of the Act or in accordance with this Constitution but is not re-elected;
- (c) is removed from office in accordance with this Act or this Constitution;
- (d) becomes disqualified from being a director under the Act and by reason of any of the provisions of Section 59 of the Financial Services Act 2013 and any modifications thereof for the time being in force and any guidelines issued by Bank Negara Malaysia that are applicable to the Company;
- (e) becomes bankrupt during his term of office;

- (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;
- (g) dies; or
- (h) if he is absent from more than 25% (or such percentage as may be stipulated by the relevant regulations for the time being in force) of the total Board of Directors' meetings held during each financial year unless approval is obtained from relevant regulators to waive this requirement.

ROTATION OF DIRECTORS

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| 94. | An election of the Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. At the first annual general meeting after adoption of this Constitution and in every year thereafter one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. | Rotation and retirement of Directors. |
| 95. | The Directors to retire in every year shall be those who have been longest in office since their appointment or last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. | Which Director to retire. |
| 96. | The Company at the meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and the said resolution is not carried. | Filling of vacancy. |
| 97. | <ul style="list-style-type: none"> (a) A retiring director shall be eligible for re-election. (b) No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and the intention of such Member to propose him; provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place. | <p>Re-election.</p> <p>Nomination of Director.</p> |
| 98. | 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 | Directors' power to fill casual vacancy and make |

- number of Directors shall not at any time exceed the maximum number fixed by or 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 retirement of Directors by rotation at such meeting.
99. The Company may by ordinary resolution, at a meeting remove the Director before the expiration of the Director's tenure in office, notwithstanding anything in this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. Removal of Director.
100. The Company may by ordinary resolution, of which special notice as required by Section 206 of the Act has been given to all Members entitled to receive notices appoint another person instead of the Director removed from office at the same meeting under the immediately preceding Clause. A person appointed in place of a Director so removed shall be treated, for the purpose of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director. Appointment of Director in place of one removed.
101. A motion for the election or re-election of two (2) or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that the motion shall be so made has first been agreed to by the meeting without any vote being given against it. Motion for election or re-election of two or more Directors.

PROCEEDINGS OF DIRECTORS

102. 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. Until otherwise determined, three (3) attendees or 50% of total board members, whichever is higher (or such number/percentage as may be stipulated by the relevant regulations for the time being in force) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue, or are the quorum present at the meeting. 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. Meetings and quorum for transaction of business.
103. On the request of a Director, the Secretary shall at any time 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 or by instantaneous telecommunication device shall be deemed to be a compliance with this Constitution. Notice calling of meeting of Directors.

104. (1) For the purpose of Clause 103, and subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device and notwithstanding Clause 102, the number of Directors required to commence such a meeting shall comprise of a majority of the present Board of Directors, whether or not any one 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:-
- Directors'
Meetings By
Instantaneous
Telecommunicati
on Device
- (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;
- (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;
- (d) that the Directors comply with Section 133 of the Financial Services Act 2013.
- (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 required majority 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 confirmed by the Board and 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.
105. The Directors shall elect a Chairman and may elect one or more Deputy-Chairmen and the Directors may determine the period for which such officers shall respectively hold office. The Chairman, or,
- Chairman and
Deputy-
Chairman

in the absence of the Chairman, the Deputy-Chairman (if any), or, in the event that there are more than one Deputy-Chairmen, the senior in appointment among them, shall preside at the meetings of the Directors. If such officers have not been appointed, or if no such officer is present within five minutes after the time appointed for a meeting, the Directors present shall choose one of their number to be Chairman at such meeting.

106. (a) The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of one or more members of their body as they think fit. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- (b) Subject to any such conditions imposed on a committee, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present, (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote. A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number present to be Chairman of the meeting.
107. Any member of a committee may participate at a committee meeting by way of instantaneous telecommunication device in accordance with the provisions of Clause 104.
108. Subject to the relevant laws and regulations governing licensed financial institutions, the Directors may delegate their powers to person or persons, who may or may not be members of their body, for purposes of credit approval, and provided such person or persons or the committee in which such person or persons are being constituted shall be member or members of licensed financial institutions which are subsidiaries of the Company. Any powers so delegated shall conform to any directives that may from time to time be imposed upon them by the Board or by Bank Negara Malaysia or other relevant regulatory authorities.
109. The remaining Directors may continue to act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company.

Directors may delegate powers.

Committee Meetings By Instantaneous Telecommunication Device

Authorisation for the Board to delegate their powers to person/persons who may or may not be members of their body, for purposes of credit approval.

Continuing Directors or Director may appoint sufficient Directors to Board.

110. All acts bona fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be 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. All bona-fide acts valid notwithstanding.
111. (a) A resolution in writing, signed or assented to by all Directors for the time being present in Malaysia and entitled to receive notice of a meeting of the Board of Directors or of a committee of Directors, as valid and effective as if it had been passed at a meeting of the Directors, or of a committee of the Directors who signed the resolution duly convened and held. Any such resolution may consist of several documents, including facsimile or other similar means of communication by instantaneous communication device, in similar form and each document shall be signed or assented to by one or more Directors. Resolution in writing valid and effectual under certain circumstances.
- (b) Any resolution signed digitally pursuant to the Digital Signature Act 1997 shall be as valid and effectual under the said Statute and having the same effect per Clause 111(a).
112. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat, and of the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated. Proper minutes of all appointments and proceedings.

DIVIDENDS AND RESERVES

113. Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits or other moneys of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls. Payment of dividends.
114. Subject to the provisions of the Statutes 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 authorized by the Directors of the Company in accordance with the Declaration of dividend.

Act. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits or other moneys at any time available for dividends shall be conclusive.

115. With the sanction of a general meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member. Where requisite a proper contract shall be filed pursuant to Section 78 of the Act and the Directors may appoint any person to sign such contract on behalf of the Members or any of them. Dividend in specie.
116. (a) The Directors shall, before recommending the payment of any dividend, set aside, out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to maintain a reserve fund in compliance with the requirement set out in Section 47 of the Financial Services Act, 2013, or any modification thereof for the time being in force, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds. Reserve funds.
- (b) Subject to any provisions to the contrary contained in the Statutes, any such reserve fund or part thereof shall be applicable for meeting contingencies, or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Directors shall at their absolute discretion think conducive to the interests of the Company, and pending such application the Directors may invest the sums set aside for such reserve fund or funds upon such investments (other than shares of the Company) as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and employ the reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets. Application of reserve funds.

117. Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company. Notice of dividend.
118. All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of call shall be treated for the purposes of this Clause as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any part or parts 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, such share shall rank for dividend accordingly. Dividends payable in proportion to amounts paid on shares.
119. (a) 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. Directors may deduct sums owed by Members from dividends
- (b) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Directors entitled to retain dividends pending completion of transmission
- (c) All dividends unclaimed for one (1) year after having been declared may be dealt with in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Disposal of unclaimed dividends.
120. Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant, or by way of direct transfer by means of the 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 or Record of Depositors. Payment by cheque or warrant, or by way of direct transfer.
121. Every such cheque or warrant shall be sent by post to the last registered address of a Member appearing on the Register and/or Record of Depositors or to such person and to such address as a Member may in writing direct, and the receipt of such a Member or person aforementioned shall be 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 represented thereby. Payment by post and discharge.
122. No unpaid dividend, bonus or interest shall bear interest as against the Company. No interest on unpaid dividend.

CAPITALISATION OF PROFITS AND RESERVES

123. (a) 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 or otherwise available for distribution (and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends), and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Power of capitalise.
- (b) 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 issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively 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 effective and binding on all such Members. Effect of resolution to capitalise.

FINANCIAL STATEMENTS

124. The books of account shall be kept at the Office or, subject to Section 245 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors. Where to be kept.
125. The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account Inspection by Members.

or book or document of the Company except as conferred by Statute or authorised by the Directors or by a resolution of the Company in general meeting.

126. The Directors shall from time to time in accordance with Section 248 of the Act, prepare financial statements and send the duly audited financial statements together with the auditors' and directors' report to every Member under Section 257 of the Act and to the Stock Exchange and laid before an annual general meeting under Section 340 of the Act. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports relating to it shall not exceed four months.

Profit and loss account and balance sheet.

127. (a) The Company shall send a copy of its financial statements and reports for each financial year to every Member, every person who is entitled to receive notice of general meetings, every auditor of the Company and every debenture holder of the Company on a request being made to the Company, provided that this Clause shall not require a copy of these documents to be sent to any Member of whose address the Company is not aware but any Member or debenture holder to whom copies of the financial statements and reports have not been sent shall, on a request being made by the Member or debenture holder to the Company be furnished with such copies without charge; and

Members to have copies of financial statements.

(b) Subject to compliance with the requirements of the Stock Exchange and other relevant authorities, if any, the communication between the Company and its Members on matters relating to meetings and resolutions, supply of information or documents may be in hard copy, in electronic form or by other methods agreed between the Company and the Members.

AUDIT

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

Audit provisions.

NOTICE

129. A notice may be given to any Member in hard copy either personally or by post to the address supplied by the Member to the Company for such purpose. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

How notices to be served on Members.

130. 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.

Electronic notices.

The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member.

131. A notice may be given to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representative of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be entitled, or until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Notices to shareholder in case of death or insolvency.
132. Without prejudice to the last preceding Clause, a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Clause upon the day it was first exhibited. Notice exhibited at the Office.
133. Any document other than a notice requiring to be served on a Member may be served in like manner as a notice may be given to him under this Constitution. Service of documents other than notice.
134. (a) Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four (24) hours after the letter containing the same is put into the post. If such notice or document is transmitted by telex or facsimile, or sent in electronic form then it shall be deemed and have been served immediately after transmission thereof. Notice by post.
- (b) In providing service by post, it shall be sufficient to prove that the letter, envelope or wrapper containing a notice was properly addressed and stamped and put into the post office or post box shall be conclusive evidence thereof. Proof of posting.
135. Notice of every general meeting shall be given in any manner herein before authorised to:- Persons to whom notice of general meeting to be given.
- (i) 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;
 - (ii) every Director for the time being in force;
 - (iii) the Auditor; and
 - (iv) the Stock Exchange.

AUTHENTICATION OF DOCUMENTS

136. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, Persons who may authenticate company documents.

records, documents and financial statements relating to the business of the Company, and to certify copies thereof or extract therefrom as true copies or extracts; and where any books, records, documents or financial statements 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 Directors as aforesaid.

137. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 136 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.
- Certified document conclusive evidence in favour of third parties.

WINDING-UP

138. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:-
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and
- (b) If in 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, on the shares held by them respectively.
139. If the Company shall be wound up, the liquidators may, with the sanction of a special resolution, divide among the Members any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 457 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the rights of dissent
- Distribution of assets.
- Distribution of assets in specie.

and consequential rights of dissent and consequential rights conferred by the said Section.

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

141. The Company may indemnify an officer or Auditor for any cost incurred by 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 Auditor, and in which judgment is given in favour of the officer or Auditor or in which the officer or Auditor is acquitted or in which the officer or Auditor is granted relief under this Act, or where proceedings are discontinued or not pursued. Indemnity.

The Company may indemnify an officer or Auditor in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditor, and costs incurred by that Director or officer or Auditor 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.

INFORMATION OF SHAREHOLDING

142. (a) The Company may require any information of a Member. Information of shareholding.

The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-

- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (ii) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (b) The Company may require any information of beneficial interest.

Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (ii) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (c) Member to inform Company.

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

EFFECT OF LISTING

- 143.
- (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
 - (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
 - (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
 - (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
 - (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
 - (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES

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

be read and construed subject to and in accordance with the amended, modified or varied Statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing Statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Stock Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.

Dated this 22nd day of September, 1965.

Witness to the above signatures of WONG SHEE FUN and CHAN BOW LING alias
O.P. CHAN

Sd. LEE SOO SUNG
Advocate & Solicitor
Malaya & Singapore

Witness to the above signature of QUEK KAI TENG

Sd. ROBERT S. A.
HSIEH
Advocate & Solicitor

Dated this 21st day of September, 1965

Witness to the above signature of NG SUI CAM

Sd. LIM HUCK AIK
Advocate & Solicitor Penang

Witness to the above signature of KWEK HONG LYE of Hong Leong Co. Ltd.

Sd. J.S. Goh
Advocate & Solicitor

Witness to the above signature of HENRY HAU SHIK LEE

Dated this 23rd day of September, 1965.

Sd. J.S.H SKRINE
Advocate & Solicitor

Witness to the above signature of CHONG YEW CHONG

Dated this 23rd day of September, 1965.

Sd. ALEX. Y.L. LEE
Advocate & Solicitor