

THE COMPANIES ACT, 2016

A COMPANY LIMITED BY SHARES

CONSTITUTION

OF

AFFIN BANK BERHAD

COMPANY NO.: 25046-T

INCORPORATED ON THE 23RD DAY OF OCTOBER, 1975

THE COMPANIES ACT, 2016

COMPANY LIMITED BY SHARES

CONSTITUTION

OF

AFFIN BANK BERHAD

1. The name of the Company is AFFIN BANK BERHAD.
2. The Registered Office of the Company will be situated in Malaysia.
3. The liability of members is limited.
4. The capital of the Company is the issued share capital with power for the Company to increase or reduce the said capital, and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of share's, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

INTERPRETATION

5. In this Constitution the words standing in the first column of the Table hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

"Act"	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other legislation for the time being in force concerning companies and affecting the Company.
"Authorised Nominee"	Shall have the meaning ascribed thereto in the Central Depositories Act.
"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.
"Constitution"	This constitution as originally framed or as altered from time to time by a special resolution.
"the Company"	Affin Bank Berhad.

“Depositor”	A holder of a Securities Account established by the Depository.
“Depository” or “Bursa 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.
“the Directors” or “the Board”	The Directors for the time being of the Company, including their respective alternates if any, as a body or a quorum of the Directors present at a meeting of the Directors.
“dividend”	Includes bonus.
“Exempt Authorised Nominee”	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
“Office”	The registered office for the time being of the Company.
“the Seal”	The common seal of the Company.
“month”	Calendar month.
“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 market of Bursa Malaysia Securities Berhad 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 and/or in the Record of Depositors as a registered shareholder of the Company.
“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.
“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.
“Securities Seal”	The official seal of the Company to seal Securities issued by the Company or to be affixed on documents creating or evidencing Securities so 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 gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expression defined in the Statutes shall bear the same meaning in this Constitution. The headings are inserted for convenience only and shall not affect the construction of this Constitution.

BUSINESS

6. Any branch or kind of business which by this Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.
7. The Office shall be at such place in Malaysia as the Directors shall from time to time determine.

SHARES

8. 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 capital of the Company shall be under the control 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:
 - (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 per cent (5%) of the offer price of the share;
 - (b) 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 a meeting of Members;
 - (c) 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;
 - (d) the Company shall duly observe and comply with the provisions of the Act and the Listing Requirements and/or any regulations or directives issued there under from time to time prescribed by the Stock Exchange applicable to any allotment of its securities.
9. Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible Securities proposed to be issued shall, before

they are issued, be offered to such persons as are at the date of the offer entitled to receive notices from the Company of a meeting of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, 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 shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

10. The Company or the Board on behalf of 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 not exceed the rate of ten per centum (10%) of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by the said Section. The Company or the Directors on behalf of the Company, may also on any issue of shares pay such brokerage as may be lawful.
11. Subject to the provisions of the Act, the rules, regulations and orders made pursuant thereto and the requirements of the Stock Exchange and any other relevant authority, the Company may, with the sanction of an ordinary resolution of the Members in a meeting of Members, purchase its own shares and/or provide financial assistance to any person for the purpose of purchasing its own shares. Any shares in the Company so purchased by the Company and/or any person shall be dealt with as provided by the Act, the rules, regulations and orders made pursuant thereto and the requirements of the Stock Exchange and/or any other relevant authority.
12. 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 is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or provision of the plant.
13. Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any Securities upon any trust and the Company shall not be bound in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Securities, or any interest in any fractional part of a Security, or (except only as by this Constitution or by law otherwise provided) any other right in respect of any Securities, except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

14. 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.
15. 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.

16. 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 notwithstanding the fact that such person shall have ceased to be a Director or the Secretary at the time of delivery of the certificate.
17. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, damaged, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled or the purchaser, member company of the Stock Exchange or on behalf of its/theirs clients as the Directors of the Company shall require, and (in case of defacement, wearing out or damage) on delivery up of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) per certificate as the Directors may determine from time to time or be permitted by the Stock Exchange plus the amount of proper duty with which each such certificate is chargeable under the law for the time being in force relating to stamps. In case of the destruction, loss or theft of a share certificate, a shareholder or a person to whom a renewed certificate is given shall in addition pay all expenses incidental to the investigation by the Company of such destruction, loss or theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such renewed certificate to such person.

LIEN ON SHARES

18. Subject to the Act, the Central Depositories Act and the Rules, the Company shall be entitled to a lien, in priority to any other claim, over (a) a partly paid issued shares; and (b) any dividend payment on the share, for all money due by the Member or deceased Member to the Company by way of money called or payable at a fixed date. 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 instalments 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.
19. Subject to the Act, the Central Depositories Act and the Rules, the Company may sell all or any of the shares on which the Company has a lien in such manner as the Directors think fit, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death, bankruptcy or mental disorder or operation of law.
20. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the amount for which the lien exists as is presently payable, and the residue (subject to a similar lien for amounts not presently payable as existed on the shares

prior to the sale) shall be paid to the Members or the person (if any) entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

CALLS ON SHARES

21. The Directors may, subject to the provisions of this Constitution, from time to time make calls upon the Members in respect of any money 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 revoked or postponed as the Directors 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.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from that day to the time of actual payment at such rate, not exceeding eight per centum (8%) per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
23. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and in the case of non-payment all the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like and all other relevant provisions of the Statutes or of this Constitution, shall apply as if such sum had become payable by virtue of a call duly made and notified as hereby provided.
24. The Directors may from time to time make arrangements on the issue of shares to differentiate between the holders of such shares in the amount of calls to be paid in the time of payment of such calls.
25. The Directors may, if they think fit, receive from any Member willing to advance payment on all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon all or any monies so paid in advance is received by the Directors from the Member become payable, the Directors may pay or return at a rate, not exceeding eight per centum (8%) per annum, as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a meeting of Members otherwise directs. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

TRANSFER OF SECURITIES

26. Subject to this Constitution, the Act, the Central Depositories Act and the Rules and except as may be required by law, there shall be no restriction on the transfer of fully paid Securities.
27. The transfers of any Deposited Securities or class of Deposited Securities in the Company shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Subsection 148(2) of the Act and any exemption that may be made for compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.
28. The Bursa Depository may in its absolute discretion refuse to register any transfer of the Deposited Securities if it does not comply with the Central Depositories Act or the Rules.

29. Without prejudice to Clause 26 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 by the Act, the Central Depositories Act 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 (if any) 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.
30. The instrument of transfer shall be in such form as may be prescribed by the Central Depositories Act, the Rules or the Act, as the case may be from time to time.
31. 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 under the control of the Directors or such other person authorised by the Directors, and in which shall be entered the particulars of every transfer or transmission of every Security that is not a Deposited Security.
32. In respect of the transfer of Security that is not a Deposited Security, the Company shall enter or cause to be entered the name of the transferee in the Register of Members as shareholder within thirty (30) days from the receipt of the instrument of transfer, provided always that:
 - (a) the Directors may refuse or delay to register any transfer of shares not being fully paid shares and may also decline to register any transfer of shares on which the Company has a lien;
 - (b) if the Directors refuse to register a transfer they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing or delaying the registration; and
 - (c) the notice of the resolution and the reasons referred to in Clause 32(b) above is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.
33. 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 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.
34. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of Deposited Securities or Security that is not a Deposited Security 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 Deposited Securities or the Security that is not a Deposited

Security proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. In every such case, the person registered as transferee, his executors, administrators and assigns, subject to compliance with the Act, the Central Depositories Act and the Rules, alone shall be entitled to be recognised as the holder of such Deposited Securities or Security that is not a Deposited Security and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

35. Registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine but so that no part of the Register of Members shall be closed for more than thirty (30) days in the aggregate in any calendar year. At least twelve (12) clear Market Days' (or such other minimum period as may be prescribed by the Bursa Securities) notice of such suspension or of any books closing date shall be given to the Bursa Securities stating the period and purpose of such suspension or closure and be published in a daily newspaper circulating in Malaysia. In relation to the suspension or books closing, the Company shall give written notice to the Bursa Depository to issue the appropriate Record of Depositors in accordance with the Central Depositories Act and the Rules within such time as is required by the Bursa Depository to enable the Bursa Depository to issue the relevant Record of Depositors.
36. Subject to the Act, the Central Depositories Act and the Rules, no share shall in any circumstance be transferred to any infant, bankrupt or person of unsound mind.
37. Nothing in this Constitution shall preclude the Directors from recognizing a renunciation of the allotment of any share by the allottee in favour of some other person.
38. Subject to the Act, the Company may charge a fee not exceeding Ringgit Malaysia Three (RM3.00) or such other amount as the law permits, in respect of the registration of any probate or letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares or other securities.

SHAREHOLDING INFORMATION

39. The Company may, by notice in writing, require any Member within such reasonable time as is specified in the notice:
 - (a) to inform the Company whether the Member holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if the Member holds the voting shares as trustee, so far as it is possible to do so, to indicate the persons for whom the Member holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
40. Where the Company is informed that any other person has an interest in any of the voting shares in the Company whether by the information it received under Clause 39 or otherwise, the Company may by notice in writing require that other person, within such reasonable time as is specified in the notice, to give the particulars referred to in Clause 39.
41. The Company may, by notice in writing, require any Member of the Company to inform the Company, within a reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by the Member are the subject of an agreement or arrangement under which another person is entitled to control the Member's exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to the agreement or arrangement.

TRANSMISSION OF SECURITIES

42. Subject to the Central Depositories Act and the Rules, in the case of the death of a holder of Deposited Securities in the Company, one (1) of the executors or administrators of the deceased shall, subject to the executor's or administrator's compliance with all the requirements of the Depository and the Rules and having being recorded in the Record of Depositors as the Depositor in lieu of the deceased holder, be the only person recognised by the Company as having any title to such Deposited Securities.
43. Any person becoming entitled to Deposited Securities in consequences of the death or bankruptcy of the holder of Deposited Securities may, upon the production of such evidence as to his title as may from time to time be properly required by the Depository, elect either to be registered himself as holder of the Deposited Securities or to have some person nominated by him registered as the transferee thereof. If the 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 stating that he so elects and also, the aforesaid notice must be served by him on the Depository. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such Deposited Security in such form required by the Rules to his nominee. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer Deposited Securities and the registration of transfer thereof shall apply to any such notice or transfer as aforesaid as if the death or bankruptcy of the holder of the Deposited Securities had not occurred and the notice or transfer were a transfer executed by the holder of those Deposited Securities.
44. 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 sole or only surviving 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 joint holder from any liability in respect of any Security that is not a Deposited Security, which had been jointly held by him with other persons.
45. Any person becoming entitled to a Security that is not a Deposited Security in consequence of the death or bankruptcy of a Member may, subject to the Act and this Constitution, elect either to be registered himself as holder of the securities or to have some person nominated by him registered as the transferee thereof.
46. Where the registered holder of any Deposited Securities or Security that is not a Deposited Security dies or becomes bankrupt, his personal representative or the assignee of his estate, subject to the personal representative or assignee having been recorded in the Record of Depositors as a Depositor or in the Register of Members as a Member (whichever is applicable) in place of the deceased or bankrupt holder, as the case may be, upon the production of such evidence as may from time to time be properly required by the Depository (in respect of the Deposited Security) in that behalf and subject to Clause 46 of this Constitution, shall be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt. Provided 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 Deposited Securities or Security that is not a Deposited Security, and if the notice is not complied with within thirty(30) days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the Deposited Securities or Security that is not a Deposited Security until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

47. (1) If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment

of the amount unpaid, together with any interest or compensation which may have accrued by reason of such non-payment.

- (2) The notice shall specify a date on or before which the payment required to be made, and shall state that in the event of non-payment on or before the specified date, the shares in respect of which the call was made is liable to be forfeited.
48. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect, unless the payment as required by the notice has been made before such resolution. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. When any share has been forfeited in accordance with this Constitution, a notice of the forfeiture shall forthwith be given, within fourteen (14) days of the forfeiture, to the Depository and to the person who was the holder of the forfeited share or to the person entitled to the share by reason of the holder's death or bankruptcy, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall be made in the Register of Members or Record of Depositors (whichever is applicable). The Directors may accept the surrender of any share when they are in a position to forfeit such share by way of compromise of any question as to the holder being property registered in respect thereof or in any other case allowed by law.
49. Subject to the Central Depositories Act and the Rules, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale, re-allotment or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.
50. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of, and subject to the Central Depositories Act and the Rules, such person to whom the share is sold or otherwise disposed shall thereupon be registered as the shareholder, and not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
51. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture were payable by him to the Company in respect of the shares, together with interest or compensation at the rate of eight per centum (8%) per annum from the date of the forfeiture on the money for the time being unpaid, if the Directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
52. Subject to any lien for amounts not presently payable, if any, any residue of the proceeds of forfeited shares sold, re-allotted or otherwise disposed of, after the satisfaction of the unpaid calls or instalment and accrued interest and compensation, shall be paid to the person whose shares have been forfeited or his executors, administrators, assignees, guardians or receivers or the committee of his estate or as he directs.
53. A statutory declaration in writing by a Director or the Secretary of the Company, that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the shares.

CONVERSION OF SHARES INTO STOCK

54. The Company in a meeting of Members may by resolution convert any paid-up shares into stock and may from time to time re-convert any such stock into paid-up shares of any number.
55. The holders of stock may transfer the same or any part thereof in the same manner as the transfer of shares of the Company, from which the stock arose may, before conversion, have been transferred or be transferred in the closes manner as the circumstances will allow. The Directors may if they think fit from time to time fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum.
56. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages with regard to dividends, voting at meetings of the Company and other matters, as if the stockholders held the shares from which the stock arose, but no such privileges or advantages, except the participation in the dividends and profits of the Company and in the assets on winding up, shall be conferred by any such part of stock which would not, if existing shares have conferred such privileges or advantages.
57. For the purposes of Clauses 54 to 57 of this Constitution, any reference applicable to paid up shares shall apply to stock and in all such provisions the word "shares" shall include "stocks" and the words "shareholder" and "member" shall include "stockholder".

INCREASE OF CAPITAL

58. The Company may from time to time in a meeting of Members, whether all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation and issued 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.
59. 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.

ALTERATION OF CAPITAL

60. (1) The Company may alter its share capital in any one or more of the following ways by passing a special resolution to:
 - (a) consolidate and divide all or any of its capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
 - (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or

- (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.
- (2) Anything done in pursuance of this Clause shall be done in manner provided and subject to any condition 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.
- (3) The Company may by special resolution and with any consent required by law reduce its share capital in accordance with the Act.

MODIFICATION OF CLASS RIGHTS

- 61. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares in the capital of the Company for the time being may, at any time, as well before or during liquidation, be modified, affected, varied, altered or abrogated in any manner only with the consent in writing representing not less than seventy five per centum (75%) of the total voting rights of the shareholders in such class, or with the sanction of a special resolution passed by the shareholders in such class.

PURCHASE OF OWN SHARES

- 62. Subject to the provisions of the Act, the rules, regulations and orders made pursuant thereto and the requirements of the Stock Exchange and any other relevant authority, the Company may, with the sanction of an ordinary resolution of the Members in a meeting of Members, purchase its own shares and/or provide financial assistance to any person for the purpose of purchasing its own shares. Any shares in the Company so purchased by the Company and/or any person shall be dealt with in accordance with the Act, the rules, regulations and orders made pursuant thereto and the requirements of the Stock Exchange and/or any other relevant authority.

GENERAL MEETINGS

- 63. The Company shall in accordance with the provisions of the Act, each calendar year, hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held:
 - (1) within six (6) months of the Company's financial year end; and
 - (2) not more than fifteen (15) months after the last preceding annual general meeting.

The annual general meeting shall be held at such time and place as the Directors shall appoint.

- 64. All general meetings other than annual general meetings shall be called general meetings.
- 65. The Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on requisition by the Members as referred to in Section 312 of the Act, or, in default, may be convened by such requisitions themselves in the manner provided in Section 313 of the Act. If at anytime there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any

Director of any two (2) Members may convene a general meeting in the same manner as nearly as possible as that in which such a meeting may be convened by the Directors.

66. The time and place of any meeting shall be determined by the convenors of the meeting.
67. (1) 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.
- (2) Participation by Members at different venues shall be counted as quorum.

NOTICE OF GENERAL MEETINGS

68. Every notice convening meetings shall be given to all Members 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. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At the same time as Members are notified, such notice shall be advertised in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and shall be sent to each stock exchange upon which the Company is listed and to the Auditors.
69. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of meetings of Members shall be given by the Company.
- (2) The Company shall also request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 Market Days before the general meeting (hereinafter referred to as the "**General Meeting Record of Depositors**").
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any meeting of Members and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
70. 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 notices 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 special resolution.
71. Subject to Clause 92, in every notice of meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a Member and that 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.
72. A meeting shall, notwithstanding that it is called by shorter notice than that required by Clause 68, be deemed to have been duly called if it is so agreed:
 - (1) in the case of a meeting called as the annual general meeting, by all the Members having the right to attend and vote thereat; and
 - (2) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five percent (95%) in the number of the shares giving such right to attend and vote at the meeting.

73. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.
74. Members of the Company may, in accordance with Section 323 of the Act, require the Company to:
- (1) circulate a statement of not more than one thousand words with respect to (a) a matter referred to in a proposed resolution to be dealt with at that meeting; or (b) other business to be dealt with at that meeting; or
 - (2) give notice of a resolution which may be properly moved and is intended to move at that meeting,
- to the Members of the Company entitled to receive notice of a meeting of the Members.

PROCEEDINGS AT MEETINGS OF MEMBERS

75. All business shall be deemed special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the receipts and consideration of the profit and loss accounts, the balance sheet and group account (if any), the reports of the Directors and Auditors and any other documents annexed to the balance sheet, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring by rotation or otherwise, the declaration of dividends and the appointment of and the fixing of the remuneration of the Auditors.
76. No business shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting. For all purposes, two (2) Members present in person and entitled to vote shall be a quorum for all purposes. For the purposes of this Clause, "Member" includes a person attending as a proxy or representing a corporation which is a Member. The Company shall inform Bursa Depository of the dates of meetings of Members and shall request Bursa Depository in accordance with the Rules, to issue the General Meeting Record of Depositors. Subject to the Central Depositories Act and any requirements of the Stock Exchange, a Depositor shall not be regarded as a Member entitled to attend any meeting of Members and to speak and vote thereat, unless his name appears in the General Meeting Record of Depositors.
77. If within half an hour from the time appointed for the 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 Market Day following that public holiday) at the same time and place, or such other date, time or place as the Directors may by not less than fourteen (14) days' notice appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Member or Members present at such adjourned meeting shall form a quorum.
78. The Chairman of the Board shall preside as chairman of the Board at every general meeting of the Company. If there is no such Chairman, or if the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or unwilling to act, the Members present in person shall elect one of the Members present to act as the chairperson of the meeting. Proxies of Members shall not be elected as the Chairman of any meeting.
79. 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.

80. Any person entitled to be present and vote at a meeting may submit any resolution to any meeting of Members provided that at least nine (9) Market Days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
81. Upon receipt of any such notice as mentioned in Clause 80 the Secretary shall, in any case where such notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case, issue as quickly as possible to the Members notice that such resolution will be proposed.
82. (1) At every general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands by the Members present in person and entitled to vote or by their proxies, unless before or upon the declaration of the result of the show of hands, a poll is demanded:
 - (a) by the Chairman of the meeting;
 - (b) by at least three (3) Members present in person or by proxy;
 - (c) by any Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by any Member or Members entitled to vote at such meeting or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right.
- (2) On a vote on a resolution at a meeting on a show of hands, a declaration by the Chairman of the meeting that the resolution has been passed unanimously or with a particular majority, or is lost, and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
83. On a poll taken at a meeting of Members of the Company, a Member entitled to more than one (1) vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
84. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll and, for the purposes of Clause 82, a demand by a person as proxy for a Member shall be the same as a demand by a Member.
85. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
86. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs (including the use of a ballot or voting papers or tickets) and the result of the poll shall be deemed to be 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 purpose of the poll and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.
87. 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.

88. A poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
89. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken is announced at the meeting at which it is demanded. In any other case, at least seven (7) Market Days' notice shall be given specifying the time and place at which the poll is to be taken. Such notice shall be given (except for the period of notice) as in the case of the meeting at which the poll was demanded or (if such meeting was an adjourned meeting) as in the case of the original meeting.
90. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
91. If at any general meeting any vote 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.

VOTES OF MEMBERS

92. Subject to any special right or restriction as to voting for the time being attached to any shares or classes of shares in the capital of the Company, a Member of the Company shall be entitled to be present and vote at any annual general meeting and any meeting of Members in respect of any share or shares upon which all calls due to the Company have been paid. Subject to any rights or restrictions attached to any share or shares, every Member who:
 - (1) being an individual is present in person or by proxy or attorney; or
 - (2) being a corporation, is present by a duly authorised representative or by proxy or by attorney,shall have one (1) vote on a resolution on a show of hands at a meeting and shall have one (1) vote in respect of each share held by him on a vote on a resolution on a poll taken at a meeting.
93. Where a Member entitled to vote on a resolution has appointed a proxy, the proxy shall be entitled to vote on a show of hands on any question at any annual general meeting and any meeting of Members, provided that he is the only proxy appointed by the Member. Where a Member entitled to vote on a resolution has appointed more than one (1) proxy, the proxies shall only be entitled to vote on a poll and the appointment shall not be valid, unless the Member specifies the proportions of his holdings to be represented by each proxy.
94.
 - (1) Subject to the provisions of Clauses 94(2) and (3), a Member shall not be entitled to appoint more than two (2) proxies to attend and vote at a meeting of the Company instead of him.
 - (2) Subject to the provisions of Clauses 94(3), where a Member is an Authorised Nominee, he may appoint not more than two (2) proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him.
 - (3) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds PROVIDED THAT, each beneficial owner of ordinary shares of the

Company, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a meeting of the Company instead of the beneficial owner or joint beneficial owners.

95. No Member shall be entitled to vote at any meeting of Members or to exercise any privilege as a Member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid
96. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the 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.
97. Any person entitled under the Clauses pertaining to Transmission of Shares to transfer any shares, may vote at any meeting of Members in respect thereof in the same manner as if he was the registered holder of such shares PROVIDED THAT forty-eight (48) hours before the time appointed for holding the meeting at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares, unless the Directors shall have previously admitted his right to vote in respect thereof.
98. Any corporation which is a Member of this Company may, by resolution of its board or other governing body, authorise a person or persons to act as its representative or representatives at any meeting of members of this Company; and such representative shall be entitled to exercise the same powers on behalf of the corporation as the corporation would exercise if he was an individual Member of this Company.
99. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
100. On a poll votes may be given either personally or by proxy or attorney and a Member entitled to more than one vote need not, if he votes, use all his votes or cast the votes he uses in the same way.
101. Subject to the Act or other written laws, the instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appoint or is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without any restriction as to the qualification of such person. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. The appointment of a proxy authorises the proxy to demand or join in demanding a poll on that matter.
102. An instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:

"AFFIN BANK BERHAD"

I/We NRIC (new) No./Company No..... being a member/members of **AFFIN BANK BERHAD** hereby appoint..... NRIC (new) No..... of..... and/or NRIC (new) No..... of..... or failing him/her the **CHAIRMAN OF THE MEETING** as my/our proxy to vote for me/us on my/our behalf at the (ANNUAL GENERAL MEETING or any other meeting of members of the Company, as the case may be) meeting of the Company at the onday of 20 at..... or at any adjournment thereof.

My/our proxy is to vote as indicated below

No.	Resolution	For	Against
1.			
2.			

*Signed this.....day of..... 20

- 103. The instrument appointing a proxy shall, where Members are to be given an opportunity to instruct the proxy how to vote, be in any form approved by the Directors which enables the Members to determine how their votes are to be cast on each of the resolutions comprised in the business of the meeting for which it is to be used.
- 104. 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 the purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 105. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of instrument the proxy or of the authority under which the instrument of proxy was executed or the transfer of the share (including a transfer pursuant to the Rules) in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument of proxy is used.

BINDING RECOMMENDATION

106. The Chairman of a meeting of the Company shall allow a reasonable opportunity for Members to question, discuss, comment or make recommendations on the management of the Company. Subject to the Act and other written laws, Members are entitled to pass a resolution in a meeting of Members to make recommendations to the Directors on matters affecting the management of the Company. Such recommendations shall not be binding on the Directors unless the recommendations are in the best interest of the Company and provided always that it is passed as a special resolution.

DIRECTORS

107. All the Directors of the Company shall be natural persons of at least eighteen (18) years of age. Until otherwise determined by the Company in a meeting of Members, the number of Directors shall not be less than five (5) nor more than twelve (12), but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the continuing Director or Directors may act for the purpose of filling up such vacancy or vacancies or of summoning a meeting of Members of the Company.
108. The shareholding qualification for Directors may be fixed by the Company in a meeting of Members and until so fixed no shareholding qualification shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all meeting of Members of the Company.
109. The fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Directors shall be subject to annual Members approval at a meeting of Members. The fees payable to Directors shall not be increased except pursuant to a resolution passed at a meeting of Members when notice of the proposed increase has been given in the notice convening the meeting. The fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover and be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The remuneration payable to executive Directors shall not include a commission on or percentage of turnover. Any fee paid to an alternate Director shall be agreed between him and his appointor and shall be deducted from his appointor's remuneration.
110. 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 Board or of committees of the Board or meetings of Members or otherwise howsoever in connection with the business of the Company.
111. The Directors may, subject to the approval by an ordinary resolution of the Company in a meeting of Members, grant special remuneration to any Director who (on request by the Directors) is willing to perform or render any special duties or services outside his ordinary duties as a Director or to go or reside away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors. Such special remuneration may be paid to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be paid by way of a fixed sum or otherwise as may be arranged PROVIDED ALWAYS that such special remuneration shall not be by a commission on or percentage of profits or turnover.
112. Subject to Section 233 of the Act, the Company shall keep and maintain a copy of every Director's service contract with the Company or with its subsidiaries available at the Office of the Company for inspection, in accordance with Section 232 of the Act.
113. The Directors shall cause to be kept the register of their holdings of shares and debentures of the Company and of its holding company (if any), and of any subsidiaries of the

Company or its holding company, required by Section 59 of the Act, and shall render the same available for inspection during the period and by the persons therein specified, and shall produce the same at every annual general meeting as required by the said Section.

ALTERNATE DIRECTORS

114. Any Director (other than an alternate Director) may at any time appoint any person (except another Director) to be an alternate director and may remove from office an alternate director appointed by him, provided that:
- (1) such person is not a director of the Company;
 - (2) such person does not act as an alternate for more than one (1) director of the Company;
 - (3) the appointment is approved by majority of the other members of the Board; and
 - (4) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.
115. An alternate director shall be entitled:
- (1) to receive notices of all meetings and to attend and vote at any such meeting at which his appointor is not personally present; and
 - (2) to generally perform all the functions of his appointor as a Director in his absence.
116. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a Director, but, if a Director retires by rotation or otherwise but is re-elected by the meeting or is deemed to be re-elected at the meeting at which he retires, any appointment of an alternate director made by him pursuant to these presents which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired.
117. Any appointment or removal of an alternate Director shall be by notice to the Company (deposited at the Office) signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

118. An election of Directors shall take place each year and at every annual general meeting, at least one-third of the Directors who are subject to retirement by rotation or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting.
119. Subject to the Act, the Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
120. No person not being a retiring Director shall be eligible for election to the office of Director at any meeting of Members unless a notice in writing of intention to propose his election signed a Member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before date appointed for the meeting, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every

candidature for election to the Board shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.

121. The Company at the meeting at which a Director retires shall fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
122. At a meeting of Members at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate resolution and vote unless a resolution for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
123. The Company may from time to time by ordinary resolution passed at a meeting of Members increase or reduce the number of Director, and may also determine in what rotation the increased or reduced number is to go out of office.
124. The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total 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 conclusion of the next annual general meeting and shall be eligible for re-election at such meeting. A Director retiring under this Clause shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

125. The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution of which special notice has been given appoint another person in place of the Director so removed and any person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
126. The office of a Director of the Company shall be vacated if the person holding that office:
 - (1) subject to Sections 196(3) and 209 of the Act, resign from his office by giving a written notice to the Company at the Office;
 - (2) has retired in accordance with the Act and this Constitution but is not re-elected;
 - (3) is removed from office in accordance with the Act or this Constitution;
 - (4) becomes disqualified from being a director under Sections 198 or 199 of the Act;
 - (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under Mental Health Act 2001 or such legislation having the same effect;
 - (6) dies; or
 - (7) otherwise vacates his office in accordance with the Constitution.

POWERS AND DUTIES OF DIRECTORS

127. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts that are within the scope of this Constitution and as are not by the Act or by this Constitution required to be exercised or done by the Company in any of its meeting of Members, subject nevertheless to the provisions of this Constitution and the Act and to such regulations being not inconsistent with this Constitution and the provisions of the Act, as may be prescribed by the Company in a meeting of Members, but no regulations made by the Company in any of the meeting of Members shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made, provided always that the Directors shall not without the prior approval of the Members' in a meeting of Members:
- (1) carry into effect any proposal or execute any transaction for any sale or disposal by the directors of a substantial portion of the Company's main undertaking or property;
 - (2) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
 - (3) subject to Section 229 of the Act, enter into any arrangement or transaction with a Director or a director of the holding company or a subsidiary of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

The general powers given by this Clause shall not be limited or restricted by any special authority or power given to the Directors by any other Clause.

128. The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but 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 think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.
129. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a director or other officer of and holds or have held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid, and subscriptions or guarantees for money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires the proper disclosure to the Members of the Company in a meeting of Members.
130. The Directors shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the Register of Members, keeping a Register of Directors, managers and secretaries entering all necessary particulars therein, and notify the Registrar of Companies of the changes therein in accordance with Section 58 of the Act, and lodging with the Registrar of

Companies an annual return, together with the certificates and particulars required by Section 68 of the Act, as well as keeping and maintaining the documents set out in Section 47 of the Act.

131. Subject to the Act, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by shareholders in a meeting of Members.
132. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditors of the Company.
133. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company. A Director shall exercise reasonable care, skill and diligence with (a) the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities; and (b) any additional knowledge, skill and experience which the director in fact has.
134. Every Director shall give notice in writing to the Company of such events and matters relating to him as may be necessary and expedient, including in accordance with Section 219 of the Act, to enable the Company and its officers to comply with the requirements of the Act.

BORROWING POWERS OF DIRECTORS

135. Subject to the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or its wholly owned subsidiaries or of any related corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations or for the benefit or interest of the Company or of any of its subsidiaries.
136. If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable from any loss in respect of such liability.
137. The Directors shall not borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertakings, property or any uncalled capital or issue debentures or other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
138. The Directors shall lodge, within thirty (30) days from the creation of the charge, together with the prescribed fee with the Registrar for registration, a statement of particulars of the charge in the form and manner as may be determined by the Registrar in accordance with Section 352 of the Act in regard to the registration of charges therein specified.
139. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine.

PROCEEDINGS OF DIRECTORS

140. Except as provided in this Constitution, the Directors may meet together for the despatch of business at such time and place, adjourn or otherwise regulate meetings, as they think fit.
141. The Director may from time to time elect and remove a Chairman and Deputy Chairman and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the deputy Chairman shall preside at all meetings of the Board but, if no such Chairman or Deputy Chairman is elected, or if at any meeting the Chairman or Deputy Chairman is not present within fifteen (15) minutes from the time appointed for holding a meeting, the Directors present shall choose one of their number to be Chairman of the meeting.
142. If no Chairman is elected, or if at any meeting of the Directors the Chairman is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting.
143. A Director or, if requested by a Director to do so, a secretary, may convene a meeting of the Directors by giving notice in accordance with Clause 145.
144. A notice of a meeting of the Directors shall be sent to every Director who is in Malaysia, and the notice shall include the date, time and place of the meeting and the matters to be discussed. An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without objection to the irregularity.
145. All acts bona fide done by any meeting of Directors or by 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 Directors.
146. A meeting of the Directors may be held either:
 - (1) by a number of the directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (2) by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.
147. The quorum necessary for the transaction of the business of the Directors shall be a minimum of 50% of total board members (whichever is higher). No business may be transacted at a meeting of the Directors if a quorum is not present.
148. The remaining Directors or a sole remaining Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or pursuant to this Constitution as the necessary quorum, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or to summon a meeting of Members of the Company and for no other purpose.
149. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.
150. Every Director has one (1) vote.
151. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes. In case an of equality of votes, the Chairman shall have a second or casting vote except where only two (2) Directors:
 - (1) constitute a quorum when the question at issue arises for decision; or

- (2) are competent to vote on the question at issue.
152. A director present at a meeting of the directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless he expressly dissents from or votes to object against the resolution at the meeting.
153. The Directors shall ensure that the minutes of all proceedings at meetings of the Directors are kept.
154. Where a resolution is passed at an adjourned meeting of the Directors, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.
155. A resolution in writing, signed or assented to by majority of the Directors then entitled to receive notice of meeting of the Directors, is as valid and effective as if it had been passed at a meeting of the Directors duly convened. Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented to by one or more Directors. A copy of any such resolution shall be entered in the minute book of Directors' proceedings.
156. Every Director shall comply with the provisions of Sections 219 and 221 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company. A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest.
157. Subject to the Act, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested, provided, nevertheless, that, subject to any other provisions of this Constitution, a Director shall not as a Director vote in respect of any contract, proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement. A general notice in writing, which complies with Section 221(4) of the Act; given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.
158. A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any

resolution appointing themselves or any of them directors or other officers of such corporation), and any director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid, provided always that he has complied with Section 131 and all other relevant provisions of the Act and of this Constitution.

COMMITTEES

159. The Directors may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annual such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager 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 such committee or 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. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
160. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the preceding Clause.
161. A committee or local board may elect a chairman of its meetings and may determine its own proceedings; if no such chairman is elected, or if at any meeting, the chairman is not present within thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one of their members to be the chairman at the meeting.
162. Any questions arising at any meeting of a committee or local board shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

MANAGING DIRECTOR

163. The Directors may from time to time appoint any one (1) or more of their body to be the Managing Director. Any such appointment shall be for such period not exceeding three(3) years subject to reappointment and on such terms as the Directors think fit and may revoke any such appointment.
164. The remuneration of the Managing Director shall subject to the terms of any agreement entered into in any particular case and may be by way of salary or commission or participation in profits or otherwise or by any or all these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement.
165. The Managing Director shall be subject to retirement by rotation, and subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignations and removal as the other Directors, and if he ceases from any cause to be a Director shall ipso facto and immediately cease to be Managing Director.
166. The Managing Director, or a person performing the functions of a managing directors, by whatever name called, shall be subject to the control of the Board who may entrust to and confer upon him any of the powers exercisable by them as Directors upon such terms and

conditions and with such restrictions as they think fit and, either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers.

ASSOCIATE DIRECTORS

167. The provisions of paragraphs 26 and 27 of the Third Schedule of the Act shall not apply to this Constitution.

SECRETARY

168. The secretary or secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any secretary or secretaries so appointed may be removed by them without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the secretary or secretaries who shall be deemed to be the Secretary during the term of his appointment.

MINUTES AND REGISTERS

169. The Directors shall cause minutes to be made in books provided for the purpose:
- (1) of all appointments of officers made by the Directors;
 - (2) of the names of the Directors present at each meeting of Directors and of any committee of Directors and of the Company in meetings of Members;
 - (3) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors; and
 - (4) of all orders made by the Directors and any committee of Directors.

THE SEAL AND THE SECURITIES SEAL

170. The Seal and the Securities Seal shall only be used pursuant to a resolution of the Board or a committee of the Board authorized to use the Seal or the Securities Seal, as the case may be. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal or the Securities Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal or the Securities Seal, as the case may be, shall be affixed shall be signed autographically by a Director and Secretary or by a second Director or by some other person appointed by the Directors for the purpose PROVIDED ALWAYS that no person dealing with the Company shall be concerned to see or enquire whether any regulations so made have been complied with.
171. All forms of certificate for shares, stock or debenture stock or representing any other form of security other than letters of allotment shall be issued under the Securities Seal and bear the autographic signatures of one or more Directors and the Secretary; provided that the Board may by resolution determine that such signatures or either of them shall be dispensed with or be affixed by some method or system of mechanical signature.
172. The Company may exercise the powers conferred by Section 62 of the Act respecting an official seal for use outside Malaysia and conferred by Section 62 of the Act respecting a duplicate common seal and such powers shall be vested in the Directors.

DIVIDEND AND RESERVE

173. Subject to any right or privilege for the time being attached to any share in the capital of the Company having preferential, deferred or other special rights in regard to dividends, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.
174. The Directors may before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sum of sums as they think proper as a reserve fund which shall at the discretion of the Directors be applicable for meeting depreciations or contingencies, for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any work or property connected with the business of the Company or shall be as to the whole or in part applicable for special dividends or for equalising dividends or for distribution by way of special dividend or bonus on such terms and in such manner as the Director shall from time to time determine or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provision of this Constitution) and from time to time vary or realize such investments and dispose of all or any part thereof for the benefit of the Company, and the Directors may divide any reserve fund into separate funds for special purposes as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits they may think prudent not to divide.
175. The Directors may, with the sanction of a meeting of Members, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, without any such sanction as aforesaid, from time to time declare and pay an interim dividend, or pay any preferential dividends on shares issued upon the terms that the preferential dividends thereon shall be payable on fixed dates.
176. Any meeting of Members declaring a dividend or bonus may upon the recommendation of the Directors, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures or debenture stock of any other company or in any one or more of such ways. The Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle it as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trust for the persons entitled to the dividend as may seem expedient to the Directors.
177. Subject to the rights of person (if any) entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Clause as paid up on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any part or parts of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

178. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act in good faith they shall not incur any liability to the holders of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
179. (1) 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.
- (2) The Directors may retain from any dividend or other monies payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
180. Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bears interest against the Company.
181. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits and losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not obligatory to capitalize the same or any part thereof.
182. All dividends unclaimed for one (1) year after being declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.
183. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer PROVIDED THAT any dividend declared on a Deposited Security shall accrue to the Depositor whose name appears on the Record of Depositors or in respect of a Security that is not a Deposited Security, it shall accrue to the person whose name appears on the Register of Members.
184. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through post to the last registered address of the holder or person entitled thereto or paid by direct transfer or such other electronic means to the bank account provided by the holder whose name appears in the Record of Depositors or the Register of Members. Every such cheque or warrant or payment by direct transfer or such other electronic means shall be made payable to the order of the holder or person entitled thereto, and the payment of any such cheque or warrant or the payment by direct transfer or such other electronic means to the bank account provided by the holder whose name

appears in the Record of Depositors or the Register of Members shall operate as a good discharge of the Company's obligation in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the cheque has been stolen or that the endorsement thereon or the instruction for the payment by direct transfer or such other electronic means has been forged. Every such cheque or warrant sent or payment by direct transfer or such other electronic means shall be at the risk of the holder or the person entitled to the dividend thereby represented.

185. Notwithstanding anything contained herein, a Depositor's or Member's entitlement to dividends, right issues, bonus issues or any other rights or options in the Company by virtue of (i) any Deposited Securities standing to the credit of his Securities Account shall be subject to the Act, the Central Depositories Act and the Rules; or (ii) any Security that is not a Deposited Security shall be subject to the Act.
186. No unpaid dividend, bonus or interest shall bear interest as against the Company.

CAPITALISATION OF PROFITS AND RESERVES

187. (1) The Company in a meeting of Members 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 the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for the 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 amount for the time being unpaid on any share 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 or their nominees in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such distribution.
- (2) Whenever such resolutions as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts 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 provisions for the satisfaction of the right of any member under such resolution to a fractional part of a share by the issue of fractional certificates or by payment in cash or otherwise as they think fit and also to authorise any person to enter on behalf of the members entitled thereto or their nominees into any agreement made under such authority shall be effective and binding on all such members and their nominees.

ACCOUNTS

188. The Directors of the Company shall:
- (a) cause to be kept the accounting and other records to sufficiently explain the transactions and financial position of the company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and
 - (b) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.

189. 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.
190. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the right of inspecting any account 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 meeting of Members.
191. The Directors shall from time to time in accordance with Section 248 of the Act cause to be prepared and to be laid before the Company in meeting of Members such profit and loss accounts, balance sheets and reports as are referred to in that Section. A copy of each such document shall not less than twenty-one (21) days (or such other shorter period as may be agreed by all Members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of this Constitution.
192. A copy of the financial statements and reports for each financial year shall be sent to every Member of the Company, every person who is entitled to receive notices of meetings of Members, every auditor of the Company and every debenture holder of the Company on a request being made to the Company at the last known address provided to the Company. Any Member or debenture holder to whom copies of the financial statements and reports have not been sent shall be entitled to receive such copies without charge on application at the Office.
193. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

AUDIT

194. Auditors shall be appointed and their duties regulated in accordance with Sections 263, 264, and 271 to 287 of the Act.
195. The Auditors shall be entitled to attend any meeting of Members and to receive all notices of and other communications relating to any meeting of Members to which any Member is entitled to receive and to be heard at any meeting of Members on any part of the business of the meeting that concerns the auditors.

AUTHENTICATION OF DOCUMENTS

196. Any Director or 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 by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

NOTICES

197. A notice of a meeting of Members or other document shall be in writing and may be served by the Company upon any Member, either (a) in hard copy; (b) in electronic form; or (c) partly in hard copy and partly in electronic form. A notice or any other document (a) given in

hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company for such purpose; or (b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on a website. 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.

198. Any notice or other document, if served by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or document was properly addressed and posted into the post office as a prepaid letter. A certificate signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice in writing was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice of advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.
199. A notice or other document may also be served by the Company or the Secretary on any Member or Director by telex, facsimile, telegram, electronic mail and other methods of communicating writing in visible form to the address or the number supplied by such Member or Director to the Company and shall be deemed to have been given on dispatch of transmission.
200. A notice or document may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or mental disorder of a Member or by operation of law by sending or delivering it in any manner authorized by this Constitution for the giving of notice to a Member, addressed to them by name, or by the title of representatives of the deceased, the official assignee, the committee of the estate of such Member or by any appropriate description at the address supplied for that purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or other document in any manner in which the same might have been given if the death, bankruptcy, mental disorder or operation of law had not occurred.

WINDING-UP

201. If the Company is wound up, the liquidators may, with the sanction of a special resolution of the Company, divide among the Members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Member or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, thinks fit but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
202. 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.

INDEMNITY

203. Subject to Sections 288 and 289 of the Act, every Director, officer or auditor for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, including, defending any claims or proceedings relating to any such liability, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust or where proceedings are discontinued or not pursued.
204. Subject to the provisions of the Act, the Company may, with the prior approval of the Directors, effect insurance for every Director, officer and auditor of the Company in respect of the following:
- (a) civil liability, for any act or omission in his capacity as an officer of the Company;
 - (b) costs incurred by him in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by him in defending any proceedings that have been brought against him in relation to any act or omission in his capacity as an officer or Auditor which he has been acquitted, granted relief under the Act or where proceedings have been discontinued or not pursued.

The word "officer" referred in this Article shall include:

- (a) any Director, manager, secretary or employee of the Company;
- (b) a receiver and manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
- (c) any liquidator of the Company appointed in a voluntary winding up,

but does not include any receiver who is not also a manager, any receiver and manager appointed by the High Court or any liquidator appointed by the High Court or by the creditors.

EFFECT OF THE LISTING REQUIREMENTS

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

ALTERATION OF CONSTITUTION

206. Where any amendment is made by the Bursa Securities to the provisions of the Chapter 7 of Listing Requirements, the Company shall make corresponding amendments(s) to its Constitution to reflect the said amendment(s) unless its Constitution include the provision in Clause 206 or its equivalent.

COMPLIANCE WITH CENTRAL DEPOSITORIES ACT AND THE RULES

207. Notwithstanding this Constitution, the Company shall comply with the Act, the Central Depositories Act and the Rules in respect of all matters relating to the Deposited Securities.

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Constitution.

Names, Addresses and Description of Subscribers

HAJI HAMIDI BIN DATO' OSMAN

101-F, Jalan Ampang
Kuala Lumpur

Company Director

RAJA KHALID BIN RAJA HJ HARUN

8, Jalan Sejahtera
Off Jalan Amin

Company Director

MOHD DIN BIN JUSOH

No. 14, Jalan 14/62
Petaling Jaya
Selangor

Secretary

RATAALLAH DAD KHAN

No. 1, Lorong Gurney
Kuala Lumpur

Banker

Dated this 21st day of October, 1975

Witness to the above signatures:

ABDULLAH BIN MOHD YUSOF
Advocates & Solicitors
11th Floor, Ming Building
Jalan Bukit Nanas
Kuala Lumpur