

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

SYARIKAT TAKAFUL MALAYSIA BERHAD

PRELIMINARY

1. The name of the Company is 'SYARIKAT TAKAFUL MALAYSIA BERHAD'.
2. The Registered Office of the Company will be situated in Malaysia.
3. All businesses of the Company will be transacted in accordance with Islamic principles, rules and practices.
4. The objects for which the Company is established are:-
 - (1) To establish and transact every kind of takaful and re-takaful businesses including family takaful/re-takaful business (Islamic alternative to life insurance) and general takaful/re-takaful business (Islamic alternative to non-life insurance) and to do all such other things as are incidental or conducive to the attainment of those objects.
 - (2) To undertake and execute trusts of all kinds and to act as trustee, executor, administrator, receiver, guardian, committee or in other fiduciary position and generally to transact all kinds of trust and other agency business either gratuitously or otherwise.
 - (3) To enter into partnership or arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, any business and transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly to benefit this Company.
 - (4) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
 - (5) To take or otherwise acquire, hold and dispose of shares or stock in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
 - (6) To purchase, take on lease or in exchange, hire or otherwise acquire, any immovable or movable, real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company.

- (7) To sell, improve, develop, exchange lease, mortgage, charge, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company
- (8) To do all kinds of guarantee business which this Company is authorised to carry on.
- (9) To establish or promote, any limited company or companies for the purpose of acquiring all or any of the property, rights and liabilities at this Company, or for any other which may seem directly or indirectly calculated to benefit this Company.
- (10) To invest deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and in particular in purchasing, otherwise acquiring and holding shares in any Company, corporation, association or society.
- (11) To lend or advance money to any person, firm, company or corporation and on such terms as may seem expedient.
- (12) To enter into contracts for the purchase, sale and administration of real and personal estate or property and to arrange financing with or without security in connection therewith.
- (13) To amalgamate with any other company having objects altogether or in parts similar to these of this Company.
- (14) To construct, maintain, and alter any building necessary or convenient for the purposes of the Company.
- (15) To borrow, raise or take up money in such manner as the Company shall think fit, and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge: or lien to secure and guarantee the performance by the Company or, any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (16) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such governments at authority, person or company any rights privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (17) To draw, make, accept, endorse, execute, and issue promissory notes bills of exchange, bills of lading, warrants, and any other negotiable or transferable instruments.
- (18) To apply for, promote and obtain the passing of any provisional order, Act or Parliament Ordinance or Enactment, charter, privileges, concession, licence or authorisation of any government, state or municipality or other authority for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution at the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem expedient directly or indirectly to prejudice the interests of the Company.

- (19) To apply or dispose of the business, property and undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, stocks or securities of any other company having objects altogether or in part similar to those of this Company.
- (20) To take or concur in taking all such steps and proceedings may seem best calculated to uphold and support the credit of the Company, and to obtain and justify public confidence, and to obtain or minimize financial disturbances which might affect the Company.
- (21) To do all or any of the above things in any part of the world and as principles, agents, contractors, or otherwise and by or through agents, or otherwise, and either alone or in conjunction with other and to procure the company to be registered and recognised in any part of the world.
- (22) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances of emoluments to any persons who are or were at any time in the employment of service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary of the company, or who are or were at any time director or officers of the Company or of any such other company as aforesaid, and their wives, widows and families, and to subsidise and to subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being at of the Company or of any such other company as aforesaid, either alone or in conjunction with any other such company as aforesaid.
- (23) To adopt such means of making known as advertising the business and services of the Company as may seem expedient.
- (24) To make donations for religious, patriotic or charitable purposes.
- (25) To transact any lawful business in aid of Malaysia in the prosecution or any war or hostilities in which Malaysia is engaged.
- (26) To distribute any of the property of the Company among the Members in specie or otherwise.
- (27) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the word “Company” in this Rule shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Malaysia or otherwise and the objects specified in each of the paragraphs of this Rule shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs, but may be carried out in as full and ample a manner and construed in as wide a sense as, if each of the said paragraphs defined the objects of a separate and distinct company. PROVIDED ALWAYS that nothing in this Constitution contained shall also empower the Company to carry on any business or do anything involving any element which is not approved by the Religion of Islam.

5. (a) The Company is a body corporate and shall –
 - (i) have a legal personality separate from that of its Members; and
 - (ii) continue in existence until it is removed from the register maintained by the registrar of companies in Malaysia.
- (b) The Company is a public company limited by shares. Accordingly the liability of each Member is limited to –
 - (i) the amount which remains unpaid on that Member’s shares;
 - (ii) any liability expressly provided for in this Constitution; and
 - (iii) any liability as provided for under the Act.
6. The share capital of the Company is its issued share capital. The Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to attach thereto respectively, conditions as may be determined by or in accordance with the regulations for the time being of 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 to vary or abrogate the rights attached to any class of shares in the Company; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
7. Not less than fifty-one per cent (51%) of the membership of, and shares in the Company shall at all times consist of or be issued to the Federal and any State Government or any Muslim Bumiputra Institution or Muslim Bumiputra or body corporate being a Muslim Bumiputra company and not a corporation under foreign control, duly approved for the purpose of this Rule by the Minister and shall not thereafter at any time be assigned or transferred to or held by any person or corporation or other legal person who and which is not any of the abovestated, as the case may.

INTERPRETATION

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

WORDS

MEANINGS

the Act	-	The Companies Act, 2016 and any statutory modification or amendment thereto or re-enactment thereof.
Alternate Director	-	Any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution.
Board of Directors	-	Directors of the Company whose number is not less than the required quorum acting as a board of Directors.
Central Depository	-	Malaysian Central Depository Sdn. Bhd.

Central Depositories Act	-	The Securities Industry (Central Depositories) Act 1991.
Chairman	-	The Chairman of the Board of Directors and includes, in the absence of the Chairman, the Deputy Chairman except for the purposes of Rules 53, 58(b) and 104.
the Company	-	Syarikat Takaful Malaysia Berhad (131646-K).
the Constitution	-	This Constitution, as originally framed or as amended from time to time.
Corporation under foreign control	-	Includes:- <ul style="list-style-type: none"> (a) A corporation of which the majority of the Directors or persons occupying the position of Directors, by whatever name called, are foreigners. (b) A corporation in which shares conferring a majority of votes are held by foreigners or by foreign corporations or by persons or corporations who hold directly or indirectly for foreigners or foreign corporations. (c) A corporation which is by any other means whether of a like or of a different character, in fact under the control of foreigners or foreign corporations. (d) A corporation which is managed by a “foreign corporation” or a “corporation under foreign control” within the meaning of the respective definitions of the expressions contained in this Rule.
Deposited Security	-	Shall have the meaning ascribed to it under Section 2 of the Securities Industry (Central Depositories) Act, 1991.
Depositor	-	A holder of Securities Account established by the Depository.
Depository	-	Bursa Malaysia Depository Sdn. Bhd. (165570-W) including any further change to its name.
the Directors	-	Persons who have been appointed and for the time being hold office as a Director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director.
Entitled Person	-	A person who is a Malaysian citizen or a body corporate or authority incorporated under a Federal law of Malaysia or a law of any State of Malaysia or a company not being a corporation under foreign control or a firm registered in Malaysia whose partners are all Malaysian citizens and, for the purpose of this Constitution, includes the Federal Government or any State Government.

the Exchange	-	The Bursa Malaysia Securities Berhad (635998-W) including any further change to its name.
Foreigner	-	A person who is not an Entitled Person.
Foreign Corporation	-	(a) a company, corporation, society, association or other body incorporated or registered outside Malaysia; or (b) an unincorporated society, association or other body which under the law of its place of origin may sue or be sued, or hold property in the name of the secretary or other officer of the body or association duly appointed for that purpose and which does not have its head office or principal place of business in Malaysia; or (c) an unincorporated society, association or other body which if it were a corporation would be a corporation under foreign control.
Malay	-	A person who professes the Muslim religion, habitually speaks the Malay language, conforms to the Malay custom and is a citizen of Malaysia.
Manager	-	Means the principal executive officer of the Company for the time being by whatever name called and whether or not he is a Director.
Managing Director	-	Includes an executive Director.
Market Day	-	A day on which the stock market of the Exchange is open for trading in securities.
Member/Members	-	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except for the Bursa Depository Nominees Sdn. Bhd.) including a depositor who shall be treated as if he was a Member pursuant to Section 35 of the Securities Industry (Central Depositories) Act, 1991, but excludes the Depository in its capacity as a bare trustee.
Minister	-	The Minister of Finance or the Minister for the time being charged with the responsibility in respect of the matter in question as the case may be.
Muslim Bumiputra Company	-	A company incorporated in Malaysia the membership or shareholders whereof is or are restricted to Muslim Bumiputra.
Muslim Bumiputra Institution	-	A body corporate or authority incorporated in Malaysia under a Federal law of Malaysia or a law of any State of Malaysia, or any company incorporated in Malaysia the membership or shareholders whereof is or are restricted to the Federal or any State Government or such body corporate or authority.
the Office	-	The Registered Office for the time being of the Company.
Proxy	-	Includes an attorney duly constituted under a power of attorney.

Record of Depositors	-	A record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository.
Register	-	The Register of Members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.
these Rules	-	These Rules of the Constitution as originally framed or as from time to time altered by Special Resolution.
Rules of the Depository	-	Shall have the meaning ascribed to it under Section 2 of the Securities Industry (Central Depositories) Act, 1991.
the Seal	-	The Common Seal of the Company.
the Secretary	-	The Secretary or joint Secretaries of the Company appointed by the Directors under Rule 109 of this Constitution.
Securities	-	Shall have the meaning ascribed to it under Section 2 of the Securities Commission Act, 1993.
Securities Account	-	An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Securities Industry (Central Depositories) Act, 1991.
Takaful	-	A scheme based on solidarity and brotherhood which provides financial aid and assistance to the participants in case of need whereby the participants mutually agree to contribute for that purpose.
Takaful Company	-	Any company which carries Islamic insurance business and holds a valid licence; and all the offices and branches of such a company shall be deemed to be one company.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography, and other modes of representing or reproducing in a visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1967, and of the Act as in force at the date at which this Constitution become binding on the Company.

The marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.

SHARIAH ADVISORY BODY

9. (a) “The Company shall establish a Shariah Advisory Body (or such other name as the relevant

regulator may require) to advise the Company on the operations of its business in order to ensure that it does not involve in any element which is not Shariah compliant.”

- (b) “The Shariah Advisory Body shall comprise Muslim scholars and shall have a minimum of five (5) and a maximum of seven (7) members. The members shall be appointed for a term not exceeding three (3) years and may be eligible for reappointment.”
- (c) “The remuneration of the members of the Shariah Advisory Body shall from time to time be determined by the Board of Directors.”

CONTROL

10. (a) Control

The Company shall not enter into any merger, amalgamation or other arrangement which will have the effect of transferring the management or control of the Company to any foreigner or any foreign corporation or any corporation under foreign control.

(b) Only Entitled Person to Hold Office

No person other than an Entitled Person shall be qualified to hold office as Chief Executive Officer (by whatever name called), Secretary or Auditor of the Company.

11. Not less than fifty-one per cent (51%) of shares allotted to Government and/or Muslim Bumiputra Institution.

- (a) The Directors shall ensure that not less than fifty-one per cent (51%) of the membership of and the shares in the Company shall at all times consist of or be issued or allotted to or registered in the name of the Federal and any State Government or any Muslim Bumiputra Institution or a body corporate, being a Muslim Bumiputra company and not a corporation under foreign control, duly approved for the purpose of this Rule by the Minister.

The Directors shall further ensure that the said shares so issued, allotted to or registered shall not thereafter at any time be assigned or transferred to or held by any person or corporation or other legal person who is not any one of the abovestated bodies.

- (b) The Directors of the Company shall have discretion in deciding whether any person or company is a Muslim Bumiputra or Muslim Bumiputra company and any decision made by the Directors in the course of the exercise or any discretion conferred upon them by this Rule shall be final and without appeal and they shall not be called upon or if called upon shall not be bound to give their reasons for their decision.
- (c) If a majority of the Directors certify in writing that there is in their opinion reason to believe that any share in the Company which is allotted or registered in the name or a person who is a Muslim Bumiputra or a company which is a Muslim Bumiputra company or the Federal or State Governments or a Muslim Bumiputra Institution is held by or in trust for or in any way under the control of any person or other legal person who or which is not any of the abovestated as the case may be, then and in any such case the Directors may serve on the holders of such share a notice in writing requiring the holder to prove to the satisfaction of the Directors that the share in question is not so held and unless within three (3) weeks thereafter such proof is given, the Directors may serve such holder with a notice in writing requiring such holder to transfer such shares to any person, company or

organisation or authority qualified to be a Member of the Company and approved by the Directors and unless such transfer is duly made and delivered to the Company within fourteen (14) days after such notice, the Directors may sell the shares in such manner as they think fit and the provisions of Rules 17 and 18 inclusive shall apply mutatis mutandis.

VARIATION OF RIGHTS

12. (a) If at any time the share capital is divided into different classes of shares-
- (i) the repayment of preference capital other than redeemable preference capital; or
 - (ii) the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class including that of preference shareholders)
- may, only whether or not the Company is being wound up, be made or varied as the case may be, with the sanction of a special resolution passed at a separate meeting of the holders of the shares of the class, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
- (b) The provisions of this Constitution relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that-
- (i) a quorum is constituted by three (3) persons who, between them, hold or represent by proxy one-third of the issued shares of the class; and
 - (ii) any holder of shares of the class, present in person or by proxy may demand a poll.
- (c) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.
- (d) To every special resolution the provisions of the Act shall with such adaptation as are necessary apply.
- (e) For the purposes of this Rule-
- (i) where a person is represented by a proxy or proxies, he is treated as holding only the shares held in respect of which the proxy or proxies are authorised to exercise voting rights;
 - (ii) any amendment of a provision contained in this Constitution for the variation of the rights attached to a class of shares or the rights of a class of Members, or the insertion of any such provision into this Constitution, is itself to be treated as a variation of those rights; and
 - (iii) references to the variation of rights attached to a class of shares or a class of Members include references to the abrogation.

- (f) A variation of class rights shall take effect in accordance with the Act.

SHARE CAPITAL

13. Shares in the Company may –
- (a) be issued in different classes;
 - (b) be redeemable in accordance with the Act;
 - (c) confer preferential rights to distributions of capital or income;
 - (d) confer special, limited or conditional voting rights; or
 - (e) not confer voting rights.
14. (a) Subject to Rule 14(b), the Directors shall not exercise any power to –
- (i) allot shares in the Company;
 - (ii) grant rights to subscribe for shares in the Company ;
 - (iii) convert any securities into shares in the Company; or
 - (iv) allot shares under an agreement or option or offer,
- unless the prior approval by way of ordinary resolution of the Company has been obtained.
- (b) Save where an issue of shares or other convertible securities departs from any of the applicable requirements stipulated in paragraph 6.04 of the Listing Requirements, the requirement in Rule 14(a) shall not apply to –
- (i) an allotment of shares or grant of rights pursuant to an offer made to Members of the Company in proportion to the Members' shareholdings;
 - (ii) an allotment of shares or grant of rights pursuant to a bonus issue of shares to Members of the Company in proportion to the Members' shareholdings;
 - (iii) an allotment of shares to a promoter of the Company that the promoter has agreed to take; or
 - (iv) shares which are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company and the Members of the Company have been notified of the intention to issue the shares at least fourteen (14) days before the issue of the shares.
- (c) For the purposes of Rule 14(b)(iv), Members of the Company are deemed to have been notified of the Company's intention to issue shares if –
- (i) a copy of the statement explaining the purpose of the intended issue of shares has been sent to every Member at his last known address according to the Register; and
 - (ii) the copy of the statement has been advertised in one (1) widely circulated newspaper in Malaysia in Bahasa Malaysia and one (1) widely circulated newspaper in Malaysia in the English language.

15. Preference Shares

(a) Special rights

- (i) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time by ordinary resolution determined.
- (ii) If the Company at any time issues preference capital, it shall indicate at the same time whether it reserves the right to issue further preference capital ranking equally with or in priority to preference shares already issued.

(b) Redeemable preference shares

The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.

(c) Pre-emption

- (i) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue, be offered to Members or such persons who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry 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.
- (ii) The rights attaching to shares of a class other than ordinary shares shall be expressed.

(d) Transfer of controlling interest

- (i) The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting.
- (ii) No Director shall participate in an issue of shares to employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director.

(e) Rights of preference shareholders

- (i) Preference shareholders are not entitled to the right to vote on a resolution or to any right to participate beyond a specified amount in any distribution whether by way of dividend, or on redemption, in a winding up, or otherwise.

(ii) The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

(f) Power to differentiate

The Directors may, on the issue of shares differentiate between the holders of such shares as to the amount of calls to be paid and the times of payment of such calls.

(g) Payment of commission and brokerage

(i) The Company may exercise the powers to make payments by way of commission or brokerage conferred by the Act, and in the manner provided therein.

(ii) Payments by way of commission or brokerage may be satisfied by the payment of cash, by allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

(h) Trust affecting shares

Except in relation to any person (whether body corporate or otherwise) holding share upon any trust for the Government, the Company is not bound by or compelled in any way to recognise (whether or not is has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any share or unit of a share or (except as otherwise provided by this Constitution or by law) any other right in respect of share except an absolute right of ownership in the registered holder and no notice of any trust expressed, implied or constructive shall be entered onto the Register or any branch register.

(i) Power to ask for particulars

The Company is empowered to require any Member or transferee prior to registration of transfer to furnish the nature of his shareholding and may also require a trustee or nominee to provide such particulars to enable the Company to identify the beneficial owners and the nature of their interest.

(j) Shares not to be registered in the name of minor, person of unsound mind, etc.

Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership.

LIEN

16. Company to have lien on shares and dividends

(a) The Company shall have a first and paramount lien, in priority to any other claim, upon all shares (not being fully paid) registered in the name of any Member, either alone or jointly with any other person for his debts, liabilities and engagements whether solely or jointly with any other person to or with the Company whether the period for the payment fulfilment or discharge, thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares and such amounts as

the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Rule.

- (b) 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 and if shares were acquired under an employee share option scheme, amounts which are owed to the Company for acquiring them. In each such case the lien extends to reasonable profit and expenses incurred on the unpaid calls.

17. Lien may be enforced by sale of shares

- (a) The Company may sell any share over which it has a lien in such manner as the Directors think appropriate.
- (b) The Company may not sell any shares under Rule 17(a) unless –
 - (i) a sum in respect of which the lien exists is presently payable; and
 - (ii) fourteen (14) days have expired from a written notice given to the registered holder of the share, or the person entitled to the share by reason of death or bankruptcy of the registered holder, stating and demanding payment of the amount in respect of which the lien exists as is presently payable.

18. Directors may authorise transfer and enter purchaser's name in the register

To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

19. Application of proceeds of sale

The net proceeds of any such sale shall be applied first, in payment of all costs of the sale, next in or towards satisfaction of the amount due to the Company or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the Member or the persons (if any) entitled by transmission to the shares so sold.

20. Member not entitled to privileges of membership until all calls paid

No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, together with expenses (if any).

CALLS ON SHARES

21. Calls

- (a) The Directors may make such calls as they think fit upon the Members in respect of all moneys unpaid on any shares held by them respectively which, at the time of allotment thereof, were not made payable at fixed times.
- (b) No call shall exceed one fourth (1/4) of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call.

- (c) Each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors.
- (d) A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

22. Notice of call

- (a) Fourteen (14) days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
- (b) Before the time for payment the Directors may by notice in writing to the Members revoke the call wholly or in part or extend the time for payment.

23. Sums payable on allotment or at fixed times or by instalments deemed to be calls

A sum that, by the terms of issue of a share becomes payable on allotment or at a fixed date or by instalments at fixed times shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue of the shares becomes payable, and, in case of non-payment, all the relevant provisions of this Constitution as to payment of expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

24. Proof of debt

On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such debt accrued that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the Member sued in pursuance of these Rules; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

25. Payment of calls in advance

The Directors may if they think fit, accept from a Member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.

26. Capital paid on shares in advance of calls

- (a) Capital paid on shares in advance of calls shall be treated as a loan to the Company and not as part of its capital and shall be repayable at anytime if the Directors so decide. Such capital shall not, unless all calls or other sums presently payable by the Member in respect of his share has been paid, confer a right to participate in profits.
- (b) Upon all or any part of the money advanced is received by the Directors from the Member become payable, the Company may pay profit or compensation at a rate not exceeding eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a general meeting otherwise directs.

27. Difference in calls

The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

TRANSFER OF SHARES

28. (a) Transfer of Securities

- (i) Subject to the restrictions contained in this Constitution and as otherwise provided under the Securities Industry (Central Depositories) Act, 1991 and the Rules and Regulations made pursuant thereto, any listed securities or class of listed securities of the Company, listed on the Exchange, shall be transferable but any such transfer shall be effected by way of book entry by the Depository as defined under the Securities Industry (Central Depositories) Act, 1991, in accordance with the Rules of the Depository and, notwithstanding sections 105, 106, and 110 of the Act but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities which have been deposited therewith; and
- (ii) Subject to the restrictions contained in this Constitution and as otherwise provided under the Securities Industry (Central Depositories) Act, 1991 and the Rules and Regulations made pursuant thereto, any listed securities or class of listed securities of the Company, listed on any other stock exchange (other than the Exchange) shall be transferable but every such transfer shall be effected in the manner and form as approved and prescribed from time to time by any such stock exchange.

(b) No restriction on fully paid shares

Subject to this Constitution, the Central Depositories Act, and the Rules of the Depository, there shall be no restriction on the transfer of fully paid shares which are listed on the Exchange or any other stock exchange except where required by law and the Rules of the Depository (with respect to transfer of Deposited Security).

(c) Refusal to transfer

The Central Depositor may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the Rules of the Depository.

29. Non-liability of Company, its Director and officers in respect of transfer

Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder as such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

30. No transfer to minor, etc.

No transfer shall be made to a minor or a person of unsound mind or who is insolvent or to a firm or partnership.

31. When transfer books and Register of Members may be closed

The transfer books and Register and debenture holders may on due notice being given as required by the Act and the Exchange or any stock exchange on which the Company's shares are listed be closed during such time or times as the Directors think fit, not exceeding in the whole thirty days in each year. At least eighteen (18) market days' notice of such closure shall be given to each stock exchange upon which the Company is listed stating the period and the purpose or purposes of such closure. At least three (3) market days prior notice of such closure shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors provided where the Record of Depositories is required in respect of corporate actions seven (7) days prior notice shall be given.

TRANSMISSION OF SHARES

32. (a) Death of holder

In case of the death of a Member the survivor and the legal personal representatives of the deceased where he was a sole holder or debenture holder, shall be the only person recognised by the Company as having any title to his interest in the shares or debenture.

(b) Rights on death or bankruptcy

- (i) Any document which is by law sufficient evidence of probate of the will or letters of administration of the estate of a deceased person having been granted to a person shall be accepted by the Company as sufficient evidence of the grant.
- (ii) Subject to the provisions of this Constitution, the Company and the Central Depository shall register the person as a shareholder or debenture holder of the Company within sixty (60) days from receiving the notification.

(c) Election

- (i) If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share or debenture is a Deposited Security and the person becoming so entitled elects to have the share or debenture transferred to him the aforesaid notice must be served by him on the Depository.
- (ii) If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share or debenture, as the case may be.
- (iii) All the limitations, restrictions and provisions of this Constitution, the Central Depositories Act, Rules of the Depository, and the Listing Requirements relating to the right to transfer and the registration of transfer of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

(d) Entitled to same rights

Where the registered holder of any share or debenture dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting, or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt.

(e) Transmission of securities on another stock exchange

Where-

- (i) the securities of the Company are listed on another stock exchange; and
- (ii) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Depository in respect of such securities,

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

LIMITATIONS ON SHAREHOLDINGS

33. (a) Interpretation

In this Rule:-

“person” includes an individual, body of persons (corporate or unincorporate), government and statutory body corporation or authority;

“Associate” in relation to any person (below referred to in this definition as the “first named person”), means:-

- (i) a body corporate (whether registered in Malaysia or elsewhere) of which one half or more of the voting power exercisable at any general meeting of the body corporate may be exercised or controlled, or of which one half or more of the Directors are appointed (or can be appointed), in either case by the first named person (alone or with any Associate of the first named person); or
- (ii) any other person who has (whether or not in a manner which is legally binding) agreed or committed himself or become obliged or arranged to exercise or refrain from exercising any rights attaching to any share, or any power to dispose of or retain any share or any interest therein in accordance with the suggestions, instructions or directions of the first named person (or of any other Associate of the first named person).

Provided that where a person has been appointed to act as the proxy for the first named person to vote at a meeting of the Company such proxy for the first named person shall not be the Associate of the other by reason solely of such appointment; or

- (iii) in the case where the first named person is a government or government department or agency or body, such government or any other department agency or body of such government or any body corporate which is an Associate of any of the same by virtue of (i) above; or
- (iv) in the case where the first named person is a trustee of any trust, any or all of the other trustees, any or all settlors of such trust and any or all beneficiaries (including contingent beneficiaries) under such trust; or

- (v) in the case where the first named person is a body corporate, any Director of such body corporate and vice versa;

and any Associate of the first named person shall (unless the Directors otherwise determine) be deemed also to be an Associate of all other Associates of the first named person.

“control” means to be in the position of such a person as is the first named person in paragraph (ii) of “Associate” above.

“foreigners” includes foreign corporation and corporation under foreign control as defined under Rule 8.

“prescribed limit” means the percentage limits prescribed under sub-rules (b) or (c) as the case maybe.

(b) Total number of shares held by foreigners

The total number of shares that may be held by foreigners at any particular time shall not exceed thirty per cent (30%) of all the shares of the Company then in issued and the Company shall make quarterly announcements by telex or confirmed facsimile to the Exchange or any other stock exchange on which the Company’s shares are listed in respect of such shareholding.

PROVIDED THAT when such shareholding reaches the maximum thirty per cent (30%) limit the announcement in respect of the said shareholding shall be made immediately.

(c) Total number of voting rights by foreigners

The total number of voting rights that may be exercised by foreigners at any particular time shall not exceed thirty per cent (30%) of the total voting rights of all Members having the right to vote at general meetings of the Company.

- (d) If it appears to them that in relation to any person the limitations set out in (b) and/or (c) above may be exceeded, subject to the Central Depositories Act or the Rules of the Depository, the Directors shall be entitled to refuse the register any shares in the name of that person (other than as an allottee under an issue of share by way of capitalization of profits or reserves made pursuant to this Constitution) unless there shall first have been given to them a declaration (in such form as the Directors shall from time to time prescribe) stating the total number of shares held by that person and his Associates) and the total voting rights exercisable) and the total voting rights exercisable by him and his Associates) on a poll at general meetings of the Company and the Directors are satisfied as to the contents thereof.

- (e) Subject to the provisions of this Rule, the Directors shall, unless they have reason to believe otherwise, be entitled to assume without enquiry that no person holds shares or is capable of exercising or controlling the exercise of voting rights of all Members having the right to vote on a poll at general meetings of the Company more than the prescribed limit. Nevertheless, the Directors may at any time give notice in writing to any person requiring him to make a declaration (in such form as the Directors shall prescribe) within such period as may be specified in the notice as to the total number of shares held by him and his Associates (and the names of such Associates) and/or as to the said votes of which he can control the exercise and/or as to whether he is an Associate of any other person or persons [and the names of any such Associate(s) or person(s)] and from the date of service of such notice until the Directors declare themselves satisfied with the contents of a declaration received by them from such person shall not confer any right to receive notices of or to attend or vote at general meetings of the Company.

- (f) If within 21 days after the giving of such notice as is referred to in (e) above (or such shorter or longer period as in all the circumstances the Directors shall consider reasonable and shall specify in the notice) the Directors are not satisfied that the person referred to in such notice given pursuant to (e) above neither holds shares nor is capable of exercising or controlling the exercise of voting rights of all Members having the right to vote on a poll at general meetings of the Company exceeding the prescribed limit, the Directors may give a further notice in writing to such person specifying the other person(s) believed by them to be Associates of such person and requiring him and all or any of his Associates (as the Directors may determine) (as the Directors may determine) to transfer such number of shares ('Excess Shares') to other persons who are not his Associates as will result in the Directors being satisfied that the number of the shares held by him and his Associates does not exceed the prescribed limit nor is he capable of exercising or controlling the exercising of the total voting rights of all Members having the right to vote at general meetings of the Company exceeding the prescribed limit.

If within 21 days after the giving of such further notice (or such extended time as in all the circumstances the Directors shall consider reasonable) such notice is not complied with to the satisfaction of the Directors, the Directors may arrange for the Company to sell the Excess Shares at the best price reasonably obtainable. For this purpose the Directors may authorise in writing any officer or employee of the Company to execute on behalf or transfers of the Excess Shares to the purchaser or purchasers.

The net proceeds of the sale of such Excess Shares shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid over by the Company to the former holder or holders upon surrender by him or them of the certificates for the Excess Shares, but such proceeds shall in no circumstances carry interest against the Company.

- (g) The Directors shall not be required to give any reasons for any decision or declaration taken or made in accordance with this Rule.

FORFEITURE OF SHARES

34. Directors may require payment of calls with profit or compensation

If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid together with any profit or compensation that may have accrued by reason of such non-payment.

35. Notice requiring payment to contain certain particulars

The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid and profit or compensation that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

36. On non-compliance with notice shares forfeited on resolution of Directors

If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given shall at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to the effect. A forfeiture of

shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.

37. Directors may annul forfeiture upon terms

Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of annul the forfeiture upon the terms of payment of all calls and any profit or compensation incurred in respect of the share and upon such further terms (if any) as they shall see fit.

38. Directors may dispose of forfeited shares

Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorize some person to transfer the same to such other person as aforesaid.

The net proceeds of any such sale or disposal shall be received by the Company and applied in or towards the total amount of all calls due in respect thereof and the residue after the satisfaction of the unpaid calls and accrued profit and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

39. Former holder of forfeited shares liable for call made before forfeiture

A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares (with profit or compensation at eight per cent (8%) per annum from the date of forfeiture to the date of payment if the Board thinks fit to enforce payment of such profit or compensation) at the time of forfeiture in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture and the liability shall cease if and when the company receives payment in full of all such money in respect of the shares.

40. Consequences of forfeiture

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

41. Title to forfeited shares

A statutory declaration in writing that the declarant is a Director of the Company or Secretary of the Company, and that a share has been duly forfeited in pursuance of this Constitution, and stating the date upon which it was forfeited, shall, as against all person claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition and shall not be bound to see to the application of the purchase money (if any), or nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

ALTERATION OF CAPITAL

42. (a) Company may increase its capital

The Company in general meeting may from time to time whether all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital, voting or otherwise as the Company by the resolution authorising such increase directs.

(b) How far new shares to rank with shares in original capital

Except so far as otherwise provided by the condition of issue, or by these Rules, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

(c) Offer of new shares to existing Members

(i) Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled.

(ii) 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.

(iii) After the expiration of that time or upon being notified by the person to whom the offer is made that he declines to accept the shares offered, the Directors may issue those shares or securities in such manner as they think most beneficial to the Company.

(iv) The Directors may likewise so dispose of any new shares or securities which (by reason of the proportion which the new shares bear to shares or securities held by the person entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under these Rules.

(d) Waiver from the Exchange

Notwithstanding the above, the Company may apply to the Exchange or any other stock exchange on which the Company's shares are listed to waive the convening of an Extraordinary General Meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued capital.

43. Company may alter its capital in certain ways

Subject to the provisions of the Act and the Listing Requirements, the Company may by Special Resolution:-

(a) Consolidate and divide all or any of its share capital into shares of smaller amount than its existing shares, 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; or

- (b) Cancel shares that at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce the amount of the shares so cancelled; or
 - (c) Sub-divide its shares, or any of them, into shares of smaller amount, 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.
44. The Company may by Special Resolution reduce its share capital in any manner authorized and subject to any conditions prescribed by the Act.

CONVERSION OF SHARES INTO STOCK

45. (a) Conversion of shares into stock and re-conversion

The Company may, by resolution, convert all or any of its paid up shares into stock and re-convert any stock into paid up shares of any number.

(b) Transfer of stock

(i) Subject to sub-rule (ii), where shares have been converted into stock, the provisions of this Constitution relating to the transfer of shares apply, so far as they are capable of application, to the transfer of the stock or of any part of the stock.

(ii) The Directors may fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of the minimum.

(c) Participation in dividends and profits

(i) The holders of stock have, according to the amount of the stock held by them, the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as they would have if they held the shares from which the stock arose.

(ii) No such privilege or advantage (except participation in the dividends and profits of the Company and in the property of the Company on winding up) shall be conferred by any amount of stock that would not, if existing in shares, have conferred that privilege or advantage.

(d) Provisions applicable to shares shall apply to stock

The provisions of this Constitution that are applicable to paid up shares apply to stock and references in those provisions to shares and shareholder shall be read as including references to stock and stockholder, respectively.

46. Financial Assistance

(a) Unless otherwise provided in the Act, the Company shall not –

- (i) give any financial assistance, whether directly or indirectly and whether by means of a loan, guarantee or provision of security or otherwise, for the purpose of or in connection with a purchase or subscription made or to be made by any person for any shares in the Company or any shares in the holding company, if any, of the Company;

- (ii) in any way deal in or lend money on its own shares; or
 - (iii) give financial assistance, directly or indirectly for the purpose of reducing or discharging the liability, if a person has acquired shares in the Company or its holding company, if any, and the liability has been incurred by any person for the purpose of the acquisition of the shares.
- (b) The Company must comply with the relevant requirements of the Act if it proposes to give financial assistance or purchase or deal in or lend money on its own shares in any manner which is permitted under the Act.

GENERAL MEETINGS

47. General Meetings

An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

48. (a) Convening a general meeting

A meeting of Members may be convened by—

- (i) the Board; or
- (ii) any Member holding at least ten per cent (10%) of the issued share capital of the Company.

(b) Convening general meeting by requisition

- (i) The Directors shall call a meeting of Members once they receive a requisition to do so from Members representing at least ten per cent (10%) of the paid up capital of the Company carrying the right of voting at meetings of Members of the Company.
- (ii) The requisition referred to in (i) –
 - (aa) shall be in hard copy or electronic form;
 - (bb) shall state the general nature of the business to be dealt with at the meeting;
 - (cc) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting; and
 - (dd) shall be signed or authenticated by the person making the requisition.
- (iii) For the purposes of this Rule, the right of voting shall be determined as at 5.00 p.m. on the date the requisition is deposited with the Company.
- (iv) The Directors shall –
 - (aa) call for the meeting within fourteen (14) days from the date of the requisition or notice under this Rule, as the case may be; and
 - (bb) hold the meeting on a date which is not more than twenty eight (28) days after the date of the notice to convene the meeting.

- (v) If the requests received by the Company identify a resolution intended to be moved at the meeting, the notice shall include the text of the resolution.
- (vi) If the Directors do not convene a meeting in accordance with this Rule, the Members who requisitioned the meeting or any number of Members representing more than one half (1/2) of the total voting rights of all of the Members who requisitioned, may call for a meeting of Members. The meeting shall be convened by the Members on a date not more than three (3) months after the date on which the Directors received a requisition under this Rule to call for a meeting of Members.
- (vii) Any reasonable expenses incurred by the Members requisitioning the meeting by reason of the failure of the Directors to call a meeting shall be reimbursed by the Company.

49. (a) Notices of Meetings

The notices convening meetings shall:-

- (i) be in writing and shall be given to the Members either in hard copy, or in electronic form, or partly in hard copy and partly in electronic form;
- (ii) specify the place, day and hour of the meeting; and
- (iii) be at least 14 days' notice before or 21 days' notice before in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting must be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the company is listed.

- (b) The notice of a meeting of Members may include the text of any proposed resolution and other information as the Directors deem fit.

(c) Omissions of notice

The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

(d) Notice of special or ordinary resolution

The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution, as the case may be.

(e) Members right to appoint proxy

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him.

(f) Record of Depositors

- (i) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (ii) The Company shall 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").

- (iii) 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 general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
- (g) Manner in which notice of meetings to be given
- (i) Notice of a meeting of Members –
 - (aa) 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
 - (bb) 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.
 - (ii) Where notice of a meeting of Members is given by the Company by publishing on a website, the Company must notify the Members of the publication of the notice on the website together with the designated website link or address where a copy of the notice may be downloaded, and such notification shall be in writing and be given in hard copy or electronic form stating –
 - (aa) that it concerns a meeting of Members; and
 - (bb) the place, date and time of the meeting.
 - (iii) The notice shall be made available on the website from the date that notice is given under this Rule until the conclusion of the meeting.
- (h) The contact details of the Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.

50. Special Resolution

- (a) If the resolution is to be proposed as a special resolution, the Director shall be considered as not having duly called for the meeting if the notice of the resolution is not given in accordance with Section 292 of the Act.
- (b) Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of intention to move such resolution is given to the Company at least twenty eight (28) days before the meeting at which it is to be moved. Where practicable, the Company shall give its Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to do so, the Company shall give notice of the resolution to the Members at least fourteen (14) days before the meeting by sending it –
 - (i) personally or by post to the address provided by the Member to the Company for such purpose; or
 - (ii) in electronic form to the electronic address provided by the Member to the Company for such purpose.
- (c) For the purposes of this Rule, the contact details of the Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.

PROCEEDINGS AT GENERAL MEETINGS

51. No business to be transacted unless quorum present

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided three (3) Members present in person shall be a quorum. For the purposes of this regulation a 'Member' includes a person attending as a proxy or representing a corporation which is a Member.

52. If no quorum meeting dissolved or adjourned

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine.

53. Chairman of Board to preside at all meetings

The Chairman, if any, of the Board of Directors or in his absence the Deputy Chairman shall preside as chairperson at every general meeting of the Company, or if there is no such Chairman or Deputy Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their numbers to be chairperson of the meeting. A proxy shall not be eligible to be elected as the chairperson of the meeting.

54. Notice of adjourned meeting

- (a) The chairperson 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 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (b) Where a resolution is passed at an adjourned meeting of the Company or of holders of any class of shares, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed.

55. How resolution decided

Subject to Rule 56 at any general meeting a resolution to put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairperson;
- (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 one-tenth of the total voting right of all Members having the right to vote at the meeting;
or
- (d) by Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution. The demand for a poll may be withdrawn.

56. Resolution in notice to be decided by poll

Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll.

57. How poll to be taken

If a poll is duly demanded shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meetings at which the poll was demanded, but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

58. (a) Chairperson's determination in case of dispute

In case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination shall be final and conclusive.

(b) Chairperson to have a casting vote

In case of an equality of votes, the chairperson (if he is also the Chairman or in his absence, the Deputy Chairman of the Board of Directors) shall, both on a show of hands and on a poll, not have a casting vote. Where the Chairman or Deputy Chairman is also a Member of the Company, he shall not have the casting vote in addition to the votes to which he may be entitled as a Member.

59. Appointment of scrutineer

The Company must appoint at least one (1) scrutineer to validate the votes cast by poll at any general meeting of the Company. Such scrutineer must not be an officer of the listed issuer or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution.

VOTES OF MEMBERS

60. Votes of Members

- (a) Subject to any rights or restrictions for the time being attached to any class or classes of shares: -
- (i) at meetings of Members or classes of Members each member entitled to vote shall be entitled to be present and may vote in person, or by proxy or, being a corporation, by representative in respect of any share or shares upon which all calls due to the company has been paid;
 - (ii) On a show of hands every person present who is a Member, a proxy or a representative of a Member has one vote, and on a poll every person present in person or by proxy or representative has one vote for each share he holds;
 - (iii) on a show of hands any Member who is a proxy for another Member and any person who is a proxy for more than one Member shall have only one vote; and

- (iv) on a resolution to be decided by a show of hands, a Member who is a holder of ordinary shares who is personally present and entitled to vote shall be entitled to one vote.
- (b) Any proxy or representative appointed to vote and attend instead of a Member shall have the same right as the Member to speak at the meeting.
- (c) Subject to Rules 62, 65, 66, and 67, a Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy.
- (d) Notwithstanding the Rule 60(a) above, no Member shall be entitled to vote at a general meeting unless all calls or other sums presently payable by the Member in respect of his shares has been paid.

61. Resolutions of Members

- (a) An ordinary resolution of the Members or a class of Members of the Company shall be passed by a simple majority of more than half of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members.
- (b) A special resolution of the Members or class of Members of a company shall be passed by a majority of not less than seventy-five per cent (75%) of such Members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy at a meeting of Members.

62. Votes of mentally disordered Members

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.

63. Members indebted to Company in respect of shares not entitled to vote

No Member shall be entitled to vote at any general meeting unless all calls, or other sums presently payable by him in respect of shares in the Company have been paid.

64. Raising objections to voting qualifications

No objections shall be raised to the qualification of any voter except at the meeting or adjourned at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes and such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

65. Appointment of proxy

- (1) Subject to sub-rules (2) and (3), a Member shall be entitled to appoint up to two (2) persons as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a general meeting. A Member who appoints more than one (1) proxy in relation to a general meeting must specify the proportion of his shareholding represented by each proxy.
- (2) Where a Member entitled to vote on a resolution has appointed a proxy, the proxy shall only be entitled to vote on a show of hands if he is the only proxy appointed by the Member.
- (3) Where a Member entitled to vote on a resolution has appointed more than one (1) proxy –

- (a) the proxies shall only be entitled to vote on a poll; and
- (b) the appointment shall not be valid unless he specifies the proportions of his shareholding to be represented by each proxy.

66. Instrument appointing a proxy to be in writing

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company. The instrument appointing a proxy to vote on a matter at a general meeting shall be deemed to confer authority to demand or join demanding a poll.

67. (a) Attorney as proxy

A copy of the duly registered power of attorney referred to in Rule 66 shall be deposited with the Company together with the instrument appointing the proxy, as provided for in Rule 70.

(b) Corporation can appoint representative

- (i) A Member which is a corporation 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 the Company.
- (ii) If the corporation authorises only one person, the person shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if he was an individual Member of the Company.
- (iii) If the corporation authorises more than one person as its representative, every one of the representatives is entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if every one of the representatives was an individual Member of the Company.
- (iv) If the corporation authorises more than one person and more than one of the representatives purport to exercise the power under Rule 67(b)(iii):
 - (aa) if the representatives purport to exercise the power in the same way, the power is treated as exercised in that way; or
 - (bb) if the representatives do not purport to exercise the power in the same way, the power is treated as not exercised.
- (v) The authority given by a corporation to a representative may be for a particular general meeting or for all meetings of the Company. In the case of the latter, the person authorised shall be entitled to exercise his powers on behalf of the corporation until his authority is revoked by the corporation.
- (vi) A certificate of authorisation by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be, under Rule 67(b)(i).

68. Appointment of more than one proxy

Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

69. Appointment of multiple proxies

- (a) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- (b) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

70. Form of proxy may allow voting for or against

Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

SYARIKAT TAKAFUL MALAYSIA BERHAD

I/We, being a Member/Members of the abovenamed Company, hereby appoint of or the * Chairman of the meeting failing him of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the day of20..... and at any adjournment thereof.

*If you wish to appoint other person(s) to be your proxy/proxies, kindly delete the words “The Chairman of the meeting or failing him” and insert the name(s) of the person(s) desired.

Please indicate an “X” in the space provided below, how you wish your vote to be cast in respect of the following resolutions. In the absence of specific directions, your proxy may vote or abstain at his/her discretion. If you appoint two (2) proxies, please specify the proportions of holdings to be represented by each proxy.

My/Our proxy is to vote as indicated hereunder -

Resolution	For	Against

*To be completed by authorised nominees

Dated this day of

.....
Signature/Common Seal of Shareholder

71. Instrument appointing a proxy to be left at the office

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 that power or authority shall be deposited at the

registered office of the Company, or at such other place within Malaysia as is specified for that purpose in notice convening the meeting or adjourned meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

72. When vote by proxy valid though authority revoked

A vote given in accordance with terms of an instrument of a proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office not less than twenty-four (24) hours before the time for holding the meeting of Members or adjourned meeting at which the instrument is used.

DIRECTORS' APPOINTMENT, ETC.

73. First Directors

The first Directors and founder Members of the Company shall be Dr. Abdul Halim bin Haji Ismail and Mohd Fadzli bin Yusof.

74. Retirement of Directors

All Directors of the Company shall retire from the office at least once every 3 years and at the Annual General meeting, one third (1/3) of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third (1/3), shall retire from office.

75. Retiring Director eligible for re-election

A retiring Director shall be eligible for re-election.

76. Election of Directors

An election of Directors shall take place each year.

77. Senior Directors to Retire

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.

78. (a) Office may be filled at meeting at which Director retires

Where, at any general meeting, any Director retires in the manner provided under Rules 74 and 75, the Company may -

- (i) appoint a person to fill up the vacancy; or
- (ii) resolve that the number of Directors be reduced accordingly.

(b) This Rule shall only apply where a retiring Director chooses not to seek re-election, or where he elects to seek re-election by the resolution for his re-election was put to the meeting and lost.

(c) No notice shall be required to be given in respect of an appointment under sub-rule (a)(i).

79. Person offering himself for election to be Director must give notice

(a) No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some other Member intending to propose him, has, at least 11 clear days before the meeting left at the Registered Office a notice in writing duly signed by the nominee giving his consent to the nomination and, signifying his candidature for the office, or the intention of such Member to propose him; provided that in the case of a person recommended by the Directors for election, 9 clear days notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.

(b) For the avoidance of doubt, this Rule shall not apply in a case where the Company is appointing a person to be a Director under Rule 78.

80. If places not filled up retiring Director deemed re-elected

Subject to any resolution reducing the number of Directors, if at any meeting at which an election of Directors ought to take place, the places of the Directors retiring at the meeting, or some of them are not filled up the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected, unless at the meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of the Director is put to the meeting and lost.

81. Number of Directors

The number of Directors shall be not less than five (5) and not more than ten (10). Subject to the foregoing, the Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors and may also determine in what rotation the reduced or increased number is to go out of office.

82. Directors may be removed by ordinary resolution

(a) The Company may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person 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 is appointed was last elected a Director.

(b) Special notice is to be given to the Company of a resolution to remove a Director under this Rule or to appoint another person instead of the Director at the same meeting.

(c) Notwithstanding this Rule, if a Director was appointed to represent the interests of any particular class of Members or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed.

83. Casual vacancy to be filled by Directors

The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

84. Remuneration of Directors

- (a) The fees and any benefits payable to the Directors of the Company shall be subject to annual shareholders' approval at a general meeting. The Directors must also be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
- (b) Fees payable to non executive Directors shall be by a fixed sum and not by a commission on, or a percentage of, profits or turnover. Salaries payable to Directors who hold executive office in the Company may not include a commission on or percentage of turnover.

85. Directors' qualification

There shall be no shareholding qualification for Directors.

86. Office of Director vacated in certain cases

The office of Director shall ipso facto become vacant if the Director:-

- (a) falls within the circumstances set out in Section 208 of the Act;
- (b) is dismissed from his office by a written resolution of at least 75% of his co-directors;
- (c) without the consent of the Company in general meeting hold any other office of profit under the Company except that of Managing or Executive Director;
- (d) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of this interest in manner required by the Act;
- (e) is dismissed from his office by his fellow Directors on account of his failure to attend at least 75% of the meetings of the Board of Directors held in a financial year;
- (f) is absent from more than 50% of the total Board of Directors' meetings held from the date of his election or appointment as a Director to the end of the then current financial year of the Company, except when an exemption or waiver is obtained from the Exchange or any other relevant authorities; or
- (g) is convicted by a court of law, whether in Malaysia or elsewhere, in relation to any of the offences set out in Paragraph 15.05 (1) of the Listing Requirements as follows:-
 - (i) an offence in connection with the promotion, formation or management of a company;
 - (ii) an offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (iii) an offence under the securities laws (means the Capital Markets and Services Act, 2007, the Securities Industry (Central Depositories) Act, 1991 and the Securities Commission Act, 1993) or the Companies Act, 2016.

87. Acts done in good faith by Director whose office is vacated

Any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Director or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

88. The Company shall at every Annual General Meeting review the suitability of any Director who has failed without valid reason to attend at least 75% of the meetings of the Board of Directors held in a financial year and shall remove any Director who has so failed for a period of two (2) consecutive years.

POWERS AND DUTIES OF DIRECTORS

89. (a) General Powers of Directors

The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

- (b) The Directors shall not enter or carry into effect any arrangement or transaction for—

- (i) the acquisition of an undertaking or property of a substantial value; or
- (ii) the disposal of a substantial portion of the Company's undertaking or property unless-
 - (aa) the entering into the arrangement or transaction is made subject to the approval of the Company by way of a resolution; or
 - (bb) the carrying into effect of the arrangement or transaction

has been approved by the Company by way of a resolution.

90. (a) Directors' borrowing powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital or any part thereof and to issue debentures and other securities whether outright or at security for any debt, liability, or obligation of the Company PROVIDED THAT the Directors shall not borrow any money or mortgage or charge any of the Company's undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or at security for any debt, liability or obligation of an unrelated third party.

- (b) Issue of notes, etc.

Subject to the Company's approval at general meeting, any notes, debentures, or other securities may be issued with any special privileges as to redemption, surrender, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

91. Use of official seal

The Directors may exercise all the powers of the Company in relation to any official seal (or use outside Malaysia and in relation to branch registers.

92. Attorneys

The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of person 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 (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and such powers dealing with any such attorney as the Directors may think fit and may also authorize any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

93. Signing negotiable instruments and receipts

All cheques, promissory notes, drafts, bill of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be by any two (2) Directors or in such other manner as the Directors from time to time determine.

94. Directors to cause minutes to be made

The Directors shall cause minutes to be made:-

- (a) of all appointments of officers to be engaged in the management of the Company affairs;
- (b) of names of Directors present at all meetings of the Company and of the Directors; and
- (c) of all proceedings at all meetings of the Company and of the Directors.

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

PROCEEDINGS OF DIRECTORS

95. (a) Proceedings, meetings of Directors and quorum

The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit, and unless otherwise determined by the Directors, the quorum necessary for the transaction of business shall be at least half of the Board of Directors at the time being. A Director interested in a contract or a proposed contract or arrangement shall not be counted for the purposes of determining a quorum.

- (b) 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 authorities powers and discretions by or under these Rules for the time being vested in or exercisable by the Directors generally.

96. Meeting of the Directors by Instantaneous Telecommunication Device

- (a) A meeting of the Directors may be held either—
 - (i) by a number of the Directors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
 - (ii) 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.

- (b) Participation by a person in a meeting by means of audio, or audio and visual, communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held.
- (c) For avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.
- (d) Such a meeting shall not be deemed to have proceeded for such period or periods where the audio, or audio and visual, communication facilities have been disconnected.
- (e) The chairperson shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.

97. Votes of the Directors

- (a) Each Director present at a meeting of the Directors shall have one (1) vote.
- (b) 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 Directors unless he expressly dissents from or votes against the resolution at the meeting.

98. (a) Directors may contract with the Company

No Director or intending Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than that of auditor) or under any company in which the Company shall be a shareholder or otherwise interested or from contracting with the Company either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise nor shall any such contract or any proposed 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 provided always that Section 221 and all other relevant provisions of the Act and these Rules are complied with.

(b) No voting in respect of contract of which a Director is interested

A Director shall not vote in respect of any contract or proposed contract or arrangement in which he is interested directly or indirectly and if he shall do so his vote shall not be counted.

- (c) A general notice given to the Directors by any Director to that effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made.

99. Chairman entitled to casting vote

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman (if he is also the Chairman of the Board of Directors) shall have a second or casting vote PROVIDED THAT where the quorum is reduced to less than four (4) pursuant to Rule 95(a) the Chairman shall not have a casting vote in the following circumstances:

- (a) at a meeting at which only two (2) Directors are competent to vote on the question at issue;
- (b) at a meeting at which the quorum is reduced to two (2).

100. Appointment of Alternate Director

Any Director (other than an Alternate Director) may appoint any person to act as his alternate provided that:

- (a) such a person is not a Director of the Company;
- (b) such a person does not act as an alternate for more than one Director of the Company;
- (c) the appointment is approved by a majority of his co-Directors;
- (d) such person is willing to act, to be an Alternate Director;
- (e) such Alternate Director may be removed from office by the Director so appointed him; and
- (f) any fee paid by the Company to the Alternate Director shall be deducted from that Director's remuneration.

101. Calling of meetings

- (a) Any two (2) Directors may at any time and the Secretary upon the request of the Directors shall convene a meeting of the Directors.
- (b) Except as provided under sub-rule (c), a Director who is at any time not in Malaysia shall not during such time be entitled to notice of any such meeting.
- (c) A notice of a meeting of Directors shall in the case of a foreign Director be sent to his address in Malaysia.

102. Vacancies in Board

The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to the regulations of the company, the continuing Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the company.

103. Directors may delegate their powers

The Directors may delegate any of their powers to committees consisting of such member or members of their body or of such other person or persons as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

104. Meetings of Committees

- (a) 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 any regulations made by the Directors under this Rule.
- (b) The quorum necessary for any meeting and proceeding of any such committee shall consist of any two (2) members of the committee.

105. Validity of acts

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director, Manager, or Secretary or by any other committee shall, notwithstanding that it is

afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such other committee. Provided always that nothing in this Rule shall be deemed to give validity to acts done by such Director, Manager, or Secretary or by any other committee or persons acting as aforesaid after it had been discovered that there was some defect in such appointment or that they or any of them were disqualified.

106. Resolution signed by Directors to be valid

- (a) A resolution in writing, signed by all the Directors for the time being present in Malaysia and entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- (b) 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, all of which taken together and when delivered to the Secretary shall constitute one and the same resolution.
- (c) A copy of any such resolution shall be entered in the minute book of board proceedings.

MANAGING DIRECTOR

107. Appointment of Managing or Executive Director

- (a) Subject to Rule 10 hereof, the Directors may from time to time appoint one of their body to the office of Managing or Executive Director for such period and on such terms as they think fit but if the appointment is for a fixed term the term shall not exceed three (3) years and subject to the terms of any agreement entered into in any particular case may revoke any such appointment.
- (b) A Managing Director, or a person performing the functions of a Managing Director, by whatever name called, shall be subject to the control of the Directors.

108. Powers

The Directors may entrust to and confer upon a managing or executive Director or any officer of the company for the time being any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

SECRETARY

109. Secretary

- (a) The Secretary shall be appointed by the Directors in accordance with the Act, for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- (b) If deemed fit by the Directors, two (2) or more persons may be appointed as joint Secretaries.
- (c) The Directors may also appoint an Assistant or Deputy Secretary and the foregoing provisions of this Rule shall apply in relation to such office.

SEAL

110. Seal to be used only with authority of Directors and the instruments to be signed by one Director and counter-signed

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

ACCOUNTS

111. (a) Accounts

The Directors shall cause accounting records to be kept in accordance with the provisions of the Act:-

- (i) to sufficiently explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheet and documents to be attached thereto to be prepared; and
 - (ii) in a manner as to enable such accounting and other records to be conveniently and properly audited.
- (b) The Company, its Directors and Managers shall cause the appropriate entries to be made in the accounting and other records within sixty (60) days of the completion of the transactions to which the entries relate.
- (c) The records referred to in this Rule shall be retained for seven (7) years after the completion of the transactions or operations to which the entries relate.
- (d) Custody of books

The accounting records shall be kept at the Registered Office or subject to the Act, at such other place as the Directors think fit and shall always be open to inspection by the Directors.

(e) Inspection

- (i) The Directors shall from time to time determine whether in any particular case or class of cases or generally, and to what extent, and at what times and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of Members.
- (ii) No Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Act or authorised by the Directors or by a resolution of the Company in general meeting.

(f) Copy of report to Members

A copy of the reports by the Directors and auditors of the Company, the profit and loss accounts, balance sheet and group accounts (if any) (including all documents required by law to be annexed or attached to all or any of them), in printed form or in CD-ROM form or in such other form of electronic media, shall be sent (not later than six (6) months after the close of the financial year and at least twenty-one (21) days before the general meeting at which they are to be laid) to all Members, holders of debentures and all other persons entitled to

receive notices of general meetings under the Act or this Constitution. The interval between the close of financial year of the Company and the issue of the annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) months. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request. The required number of copies of each of these documents shall at the same time be sent to the Exchange.

AUDITORS

112. Appointment of Auditors

Auditors shall be appointed and their duties regulated in accordance with the Act.

DISTRIBUTIONS AND RESERVES

113. Declaration of distributions

The Directors may from time to time pay to the Members such distributions and interim distributions as appear to the Directors to be justified by the profits of the Company.

114. Distributions to be paid only out of profits

- (a) No distribution shall be paid otherwise than out of profits of the Company.
- (b) Before a distribution is made by the Company to any Member, such distribution must be authorised by the Directors. The Directors may authorise a distribution at such time and in such amount as they consider appropriate, if they are satisfied that the Company will be solvent immediately after the distribution is made. A declaration by the Directors as to the amount of the profits of other monies at any time available for dividends shall be conclusive.
- (c) If after a distribution is authorised and before it is made, the Directors cease to be satisfied on reasonable grounds that the Company will be solvent immediately after the distribution is made, the Directors shall take all necessary steps to prevent the distribution from being made.
- (d) For the purposes of this Rule, the Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve months (12) immediately after the distribution is made.

115. Directors may form reserve fund and invest

The Directors may, before recommending any distributions, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

116. Payment of distributions

Subject to the rights of persons, if any, entitled to shares with special rights as to distribution, all distributions shall be declared and paid according to the amounts paid or credited as paid on the

shares in respect whereof the distribution is paid, but not amount paid or credited as paid on a share in advance of call shall be treated for the purpose of this regulation as paid on the share. All distributions shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the distribution is paid; but if any share is issued on terms providing that it shall rank for distribution as from a particular date that share shall rank for distribution accordingly.

117. Directors may deduct from distributions sums owed to Company

The Directors may deduct from any distribution, bonus or other moneys payable to any Member all sums of money (if any) presently payable by him to Company on account of call or otherwise in relation to the shares of the Company.

118. General Meeting may pay distribution in specie

Any general meeting declaring a distribution or bonus may direct payment of such distribution or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets of any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

119. Distribution payment through the post or by direct electronic transfer

Any distribution, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Payment of distribution may also be made by direct transfer electronically subject to the provisions of the Act, Rules of the Depository, the Listing Requirements of the Exchange and/or other regulatory authorities, to the bank account of the holder. Payment of distribution by cheque, warrant or by direct electronic transfer as aforesaid shall be a good discharge of the Company regardless of the fact that it may subsequently be found that there is any discrepancy in the details of the bank account given by the holder.

CAPITALIZATION OF PROFITS

120. Company may capitalize reserves and undivided profits

The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereof if distributed by way of distribution and in the same proportions on condition that the same be not paid cash but applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distribute credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the other, and the Directors shall give effect to such resolution.

121. Procedure on capitalisation

Whenever such a resolution as aforesaid shall have been passed, the Directors shall do all acts required to give effect to the resolution and shall have the power to –

- (a) make payment in cash in lieu of issuing fractions of shares or debentures to any Member; and
- (b) authorise any person to enter on behalf of all the Members entitled to any shares or debentures into an agreement with the Company for –
 - (i) the allotment and issue to those Members of any shares or debentures credited as fully paid up, upon such capitalisation; or
 - (ii) the payment by the Company on behalf of those Members, of their respective proportions of the profits to be capitalised of the amount or any part of the amount remaining unpaid on their existing shares,

in accordance with the resolution. Any agreement made pursuant to this Rule shall be effective and binding on all Members.

NOTICE

122. (a) How notices to be served on Members

A notice may be given by the Company to any Member either by:-

- (i) serving it on him personally;
- (ii) sending it by post to him at his address in Malaysia as shown in the Register or as supplied by him to the Company for the giving of notices to him; or
- (iii) sending it to him in electronic form.

(b) Member to notify and register his address

If a Member has no registered address in Malaysia and has not supplied to the Company an address within Malaysia or Singapore for the giving of notices to him a notice advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

(c) When notice by post deemed to be served

- (i) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been served, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (ii) Where a notice is sent in electronic form to the electronic address of a Member, service of the notice shall be deemed to be effected at the time of transmission provided always that the Company obtains the reply message or other applicable proof indicating that the electronic communication has been delivered.

(d) Certificate of posting

A certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

(e) Authority

The signature to any notice to be given by the Company may be written or printed.

(f) Period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day on which the notice is to be operative shall be excluded in computing such number of days or other period.

- (g) Every person who becomes entitled to a share shall be bound by any notice in respect of that share which before his name is entered in the Register has been duly given to a person from whom he derives his title.

123. Notices in case of death or bankruptcy

A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

124. Notice of general meeting

- (a) Notice of every general meeting shall be given in any manner herein before authorized to:-
- (i) every Member of the Company except those Members who (having no registered address within Malaysia) have not supplied to the Company an address within Malaysia for the giving of notice to them;
 - (ii) every person entitled to a share in consequence of the death, bankruptcy or insolvency of a Member who, but for his death, bankruptcy or insolvency, would be entitled to receive notice of the meeting;
 - (iii) the auditor for the time being of the Company;
 - (iv) every stock exchange on which the Company's shares are listed; and
 - (v) every Director for the time being of the Company.
- (b) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

125. On a winding up of the Company the balance of the assets available for distribution among the Members shall (subject to any special rights attaching to any class of shares) be applied in repaying to the Members the amounts paid up on the shares held by them and any surplus assets will belong to the holders of any issued ordinary shares according to the respective numbers of shares held by them or, if there are no issued ordinary shares, to the holders of any issued unclassified shares according to the respective numbers of shares held by them.

126. Distribution in specie

If the company is wound up the liquidator may, with the sanction of a special resolution of the Company divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consists of property of the same kind or not) and may for the purpose set such value as he deems fair upon any property to be divided as aforesaid any may determine how the division shall be carried out as between the 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 contributors as the liquidator, with the like sanction, thinks fit, but so that no number shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

127. Indemnity

- (1) Subject to the provisions of the Act, the Company may indemnify an officer of the Company for any costs incurred by him or the Company in respect of any proceedings—
 - (a) that relate to the liability for any act or omission in his capacity as an officer; and
 - (b) in which judgment is given in favour of the officer or in which the officer is acquitted or is granted relief under the Act, or where proceedings are discontinued or not pursued.

- (2) Subject to the provisions of the Act, the Company may indemnify an officer of the Company in respect of –
 - (a) any liability to any person, other than the Company, for any act or omission in his capacity as an officer;
 - (b) any costs incurred by that officer in defending or settling any claim or proceedings relating to such liability except –
 - (i) any liability of the Director to pay -
 - (aa) A fine imposed in criminal proceedings; or
 - (bb) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or
 - (ii) any liability incurred by the Director -
 - (aa) in defending any criminal proceedings in which he is convicted; or
 - (bb) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
 - (cc) any costs incurred in connection with an application for relief under the Act.

- (3) The Company may, with the prior approval of the Board, effect insurance for an officer of the Company in respect of –
 - (a) civil liability, for any act or omission in his capacity as an officer; and
 - (b) costs incurred by that officer in defending or settling any claim or proceeding relating to any such liability; or
 - (c) costs incurred by that officer in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer –

- (i) in which that person is acquitted;
 - (ii) in which that person is granted relief under the Act; or
 - (iii) where proceedings are discontinued or not pursued.
- (4) The provisions of sub-rules (1), (2)(a) and 2(b) above shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under section 213 of the Act.
- (5) The Directors shall –
- (a) record or cause to be recorded in the minutes of the Board; and
 - (b) disclose or cause to be disclosed in the Directors’ report referred to in section 253 of the Act.
- (6) The particulars of any indemnity given, or insurance effected for any officer of the Company.

For the purpose of this Rule –

- (a) “officer” includes –
 - (i) any Director, Manager, Secretary or employee of the Company;
 - (ii) a former officer;
 - (iii) a Receiver or Receiver and Manager of any part of the undertaking of the Company appointed under a power contained in any instrument; and
 - (iv) any Liquidator of the Company appointed in a voluntary winding up, but does not include –
 - (aa) any Receiver who is not also a Manager;
 - (bb) any Receiver and Manager appointed by Court; or
 - (cc) any Liquidator appointed by the Court or by the Creditors of the Company;
- (b) “effect insurance” includes payment, whether directly or indirectly, the costs of the insurance; and
- (c) “indemnify” includes relief or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

SECRECY

128. Secrecy

Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interests of the Members of the Company to communicate to the public.

ALTERATION OF CONSTITUTION

129. Alteration of Constitution

No deletion, amendment or addition to any of this Constitution shall be made unless prior written approval has been sought and obtained from the Exchange or any other stock exchange on which the Company's shares are listed from such deletion, amendment or addition.

130. Effect of the Exchange Listing Requirements

- (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution shall prevent an act being done if the Listing Requirements require such act to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution shall be deemed to contain such provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution shall be deemed not to contain such provision.
- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution shall be deemed not to contain such provision to the extent of the inconsistency.
- (g) For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time."

COMPLIANCE

- 131. Notwithstanding these Rules, the Company shall comply with the Act, the Central Depositories Act, the Rules of the Depository and the Listing Requirements in respect of all matters where applicable.
- 132. If any of the Rules in this Constitution is inconsistent with or in breach of any of the provisions of the Act other than any replaceable Rule which has been modified, replaced or excluded by the provisions in this Constitution, then –
 - (a) that Rule shall be read down to the extent necessary to comply with the provisions of the Act; and
 - (b) that Rule or those portions thereof which are inconsistent with or in breach of any provision of the Act shall be struck out and deemed not to form part of this Constitution.