

Company No.: 9417-K

THE COMPANIES ACT, 2016

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MALAYSIA BUILDING SOCIETY BERHAD

(COMPANY NO. 9417-K)

Incorporated on the 17th day of March, 1970

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MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

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MALAYSIA BUILDING SOCIETY BERHAD

COMPANY NO. 9417-K

1. The name of the Company is “**MALAYSIA BUILDING SOCIETY BERHAD**”. *Name*
2. The registered office of the Company will be situated in Malaysia. *Registered Office*
3. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by BNM or other applicable authorities. *Power of the Company.*
4. The liability of the member is limited. *Liability*

DEFINITION AND INTERPRETATION

5. In this Constitution, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:-

WORDS	MEANINGS
“Act”	The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof.
“BNM”	Bank Negara Malaysia.
“Board of Directors” or “Board”	Board of Directors for the time being of the Company.
“Bursa Securities”	Bursa Malaysia Securities Berhad (635998-W).
“Central Depository” or “Depository”	Bursa Malaysia Depository Sdn Bhd (165570-W) which expression shall include any successors thereof.
“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof.

“Chairman”	The Chairman of the Board of Directors.
“Constitution”	The Constitution of the Company including any changes made to it.
“Company”	Malaysia Building Society Berhad (9417-K).
“Depositor”	A holder of a Securities Account established by the Depository.
“Deposited Security”	Shall have the meaning given in Section 2 of the Central Depositories Act.
“Directors”	Directors for the time being of the Company.
“In writing” or “written”	Include words written or printed or lithographed represented or reproduced in any mode in a visible form.
“Office”	The registered office for the time being of the Company.
“Register of Members”	The register of members to be kept pursuant to Section 50 of the Act.
“member” or ‘members’	A person or persons for the time being holding shares in the Company whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn. Bhd.) including depositors whose names appear on the Record of Depositors.
“Month”	Calendar month.
“Record of Depositors”	A record provided by the Depository to the Company under Chapter 24.0 of the Rules.
“Rules”	The Rules of the Depository and any appendices thereto including any modification or amendment thereof that may be made from time to time.
“Seal”	The Common Seal of the Company.
“Secretary (ies)”	The Secretary or Joint Secretaries of the Company appointed by the Board.
“Special Resolution”	A special resolution pursuant to Section 292 of the Act.
“Securities Account”	An account established by the Depository for a depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the depositor.

“Securities” Shall include share debenture, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof which shall have the meaning given in Section 2 of the Capital Market and Services Act 2007.

“Stock Exchange” or “Exchange” Bursa Malaysia Securities Berhad.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

The marginal notes shall not affect the construction of this Constitution.

6. The provisions set out in the Third Schedule to the Act shall not apply to the Company except so far as expressly incorporated herein. *Third Schedule not to Apply.*

SHARES

7. Subject to the provisions in the Act, the Company shall have power to increase or reduce its capital, to consolidate or subdivide its shares, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach hereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions. *Share Capital*
8. The Company shall not give, except as authorized by Section 123 of the Act, whether directly or indirectly and whether by means of a loan, guarantee or the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of, or for, any shares in the Company or in any company which is its holding company, or in any way purchase, deal in or lend money on its own shares. *Not to employ funds of the Company to purchase its Shares.*
9. (1) Notwithstanding Clause 8, subject always to the compliance with the provisions of the Act and the requirements of the Stock Exchange and all other applicable laws, Rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the member in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Board may, in their discretion deem fit or necessary. *Share buyback*
- (2) Where the Company has purchased its own shares in the manner as provided in Clause 9(1) above, the Board may, if the applicable laws for the time being in force so allows:
- (a) cancel the shares so purchased;
 - (b) retain the shares so purchased as treasury shares;
 - (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or

- (d) deal with the shares so purchased in the manner as may from time to time prescribed and/or allowed by applicable laws, Rules, regulations and guidelines then in force.
 - (3) Where the shares so purchased or any part thereof are retained as treasury shares, the Board may at any time, subject to the provisions of and in compliance with all applicable laws, Rules, regulations and guidelines for the time being in force:
 - (a) distribute the treasury shares as dividends to the member in the manner as may be allowed by applicable law;
 - (b) re-sell the treasury shares on the market of the Stock Exchange in accordance with the relevant guidelines, Rules and/or requirement of the Stock Exchange; or
 - (c) deal with the treasury shares in the manner as may from time to time be prescribed and/or allowed by the applicable laws, Rules, regulations and guidelines then in force.
 - (4) Subject to the applicable laws, Rules, regulations and guidelines from time to time in force, while the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the company for any purposes including, without limiting the generality of Section 127(9) of the Act, the provisions of any law or requirements of the Constitution of the Company or the Listing Requirements on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for the meeting and the result of a vote on a resolution at a meeting.
10. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act and the provisions of this Constitution, the shares of the Company shall be under the control of the Board who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred, deferred, qualified or other special rights or such restriction whether in regards to dividends, voting, return of capital and with full power to give to any person the call on any shares during such time and for such consideration as the Directors determine, PROVIDED ALWAYS:
- Shares controlled by the Board.*
- (1) the Company shall not issue shares which will have the effect of transferring controlling interest in the Company to any person, company or syndicate without prior approval of shareholders in a general meeting;
 - (2) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in the Constitution and in the resolution creating the same;
 - (3) that notwithstanding the existence of a resolution issued pursuant to Section 75 and 76 of the Act, the Company shall not issue any shares if the total number of those shares, when aggregated with the total number of any such shares issued during the preceding 12 months, exceeds 10% of the total number of the issued shares (excluding treasury shares) of the Company, unless shareholders in a general meeting have approved of the precise terms and conditions of the proposed issue.

11. Without prejudice to any rights previously conferred on the holders of existing shares, any share may be issued such preferred, deferred, or other special rights, or such restrictions whether in regards to dividend, voting, return of share capital or otherwise, as the Company may in a general meeting determine and any preference share may, with the sanction of the Company in a general meeting be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. *Shares may issue with special rights or restrictions*
12. The Board may, on the issue of shares, differentiate between the holders as to the amounts of calls or instalments to be paid and the times of payment of such calls. *Arrangements on the issue of shares*
13. If, by the conditions of allotment of any shares the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the holder of the share. *Payment of installments due on shares.*
14. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share, in case of death of any one or more of the joint registered holders of any share, the survivors shall be the only persons registered by the Company as having any title to or interest in such share. *Liability of Joint holders of shares*
15. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other persons save as herein provided or by the Act, the Central Depositories Act and the Rules. *Trust not recognised.*

CERTIFICATES

16. Every certificate for shares, debentures, or representing any other form of security (other than letters of allotment or scrip certificates) shall be in such form as the Board shall from time to time prescribe and shall specify the name of the company, number and class of shares or securities to which it relates and shall be issued under the Seal. *Certificates*
17. With respect to Deposited Security, subject to the provisions of the Act, the Central Depositories Act, the Rules, and Listing Requirements:- *Deposited Security*
- (1) where any new Securities which are designated as Deposited Security are issued by the Company, the Company shall notify the Central Depository of the name of the allottees or entitled persons and all such other information as may be required by the Central Depository to enable the Central Depository to make the appropriate entries in the Securities Accounts of the relevant allottees or entitled persons, and the Company shall deliver the appropriate scrips or jumbo certificates in respect of shares or Securities in favour of Central Depository as may be directed by the Central Depository pending the crediting of shares or Securities into the Securities Account of the person entitled to such shares or Securities or as may be prescribed by the Central Depositories Act and the Rules
- (2) the Company shall make applications for quotations of such Securities and allot all such Securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed, and in accordance with the provisions of the Rules, the Central Depositories Act, and the Listing Requirements; and

- (3) no share certificate or scrip will be issued to any such allottees or entitled persons.

CALLS

18. Subject to the provisions of this Constitution, the Board, may from time to time, make such calls as they think fit upon the member in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons at the times and places appointed by the Board. A call made may be payable by instalments. *Calls.*
19. Subject as aforesaid, a call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed. *When call deemed to have been made*
20. At least fourteen (14) days' notice, of any call shall be given specifying the time or times and place of payment, and to whom such call shall be paid. *Notice of Call*
21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum as the Board may determine but the Board shall have liberty to waive payment of the interest or compensation in whole or in part.. *Interest on Call or installment.*
22. The Board may receive from any member willing to advance the same, and upon such term and conditions as they think fit, all or any part of the moneys due upon the shares held by such member beyond the sums actually called for, and, in particular such money may be received upon the terms that interest shall be paid at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight (8) per cent per annum as may be agreed upon by the Board and the member paying the sum in advance. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. *Payment of call in advance*

TRANSFER AND TRANSMISSION OF SHARES

23. Subject to this Constitution, the Central Depositories Act and the Rules (with respect to Transfer of Deposited Security) any member may transfer all or any of his shares by instrument in writing in the form prescribed and approved by the Exchange and the Registrar of Companies. The instrument shall be executed by or on behalf of the transferor and transferee and the transferor shall remain the holder of the shares lodged with the company until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof. *Transfer in Writing*
24. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Section 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act, and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities which have been deposited with Bursa Depository by the Company. *Transfer of Securities.*

25. The Board may in their discretion, refuse or delay to register a transfer of any share (not being fully paid share) on which the Company has a lien on the same by passing a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer. The resolution shall set out in full the reasons for refusing or delaying the registration of the transfer. If the Board refuse or delay to register a transfer they shall within seven (7) days after the date on which a resolution has been passed by the Board refusing the transfer send to the transferor and to the transferee notice of the refusal and the precise reason(s) thereof. Bursa Depository may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the Rules. *Refusal to register transfer.*
26. The Board may also decline to recognize any instrument of transfer unless:- *Cases of refusal*
- (1) the instrument of transfer is deposited at the office of the Company, or such other place as the Board may appoint, accompanied by the certificate of the shares to which it relates or such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (2) the instrument of transfer is in respect of only one class of share.
27. Every instrument of transfer shall be left at the office for registration and unless the shares are Deposited Security, be accompanied by a certificate of the shares to be transferred where such certificate has been issued upon application of the member and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the shares. The instrument of transfer shall unless the Board decline to register it, be retained by the Company. *When transfer to be kept.*
28. The registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine not exceeding in the whole thirty (30) days in any year. Ten (10) market days' notice of intention to close the said register shall be given to the Exchange. At least three (3) market days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to the Depository. *Suspension of Registration.*
29. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such deceased member. *Title to deceased members' shares.*
30. Subject to the Central Depositories Act and the Rules, the Company shall not be bound to register more than three persons as the holder of any share except in the case of execution or administrators of the estate of a deceased member.
31. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registrations they would have had of in the case of a transfer of the share by that member before his death or bankruptcy. If the share is a Deposited Security, subject to the Rules, Bursa Depository may require the entitled person to take out grant of probate or letters of administration as evidence before recognizing any executor or administrator before effecting any transfer or withdrawal of the Deposited Security. *Share of Deceased or Bankrupt member.*

32. 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 is a Deposited Security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the central depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member *Notice of Election.*
33. Where:- *Transmission of Securities from Foreign Register.*
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) 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 (hereinafter referred to as “the Foreign Register”) to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) and vice versa provided that there shall be no change in the ownership of such securities.

FORFEITURE AND LIEN

34. If any member fails to pay any call or any instalment of a call within the stipulated time, the Board may, serve a notice on such member requiring payment of amount unpaid together with any interest or compensation which may have accrued. *Notice may be given if calls or instalments remain unpaid.*
35. The notice shall name a day (not being less than fourteen (14) days from the date notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalments is payable will be liable to be forfeited. *Notice*
36. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given, may at any time thereafter, before the payment of all the calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. *Shares may be forfeited if Notice not compile with.*
37. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the register. *Notice after forfeiture.*

38. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as they think fit. *Forfeited shares to become property of the Company.*
39. Any member whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest, and expenses owing upon, or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of eight (8) per cent per annum, and the Board may enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation to do so. *Arrears to be paid notwithstanding forfeiture.*
40. The Board may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture upon such conditions as they think fit. *Reallotment of Forfeited Shares.*
41. The Company shall have a lien on every share and dividends from time to time declared in respect of the share for the unpaid calls and instalments upon the specific share 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. *Company's Lien on shares.*
42. The Board may sell the shares upon which it has a lien in such manner as they think fit but no sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served upon such member, his executors or administrators and default shall have been made by him or them for fourteen (14) days after such notice in the payment, fulfillment or discharge of such debts, liabilities or engagements. *Enforcing Lien by Sale.*
43. The net proceeds of any such sale shall be applied in or toward satisfaction of the debts, liabilities or engagements and the residue (if any) paid to such member whose shares have been forfeited, his executors administrators, or assignees, or as he directs. *Application of proceeds of sale.*
44. In the event of the forfeiture of shares, the member shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited where applicable. *Certificates of forfeited shares to be delivered to the Company.*
45. Upon any sale or allotment after forfeiture or for enforcing a lien in purported exercise of the powers herein given, the Board may cause the purchaser's or allottee's name to be entered in the Register of Members or the Record of Depositors, as appropriate in respect of the shares sold, and the purchaser or allottee shall not be bound to see to the regularity of the proceedings, or to the application of the purchase-money and after his name has been entered in the Register of Members or the Record of Depositors, as appropriate in respect of such shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. *Sale or Allotment after forfeiture.*
46. The Company in a general meeting may from time to time by ordinary resolution, whether all the shares for the time being shall have been fully called up or not, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such number as the Company by the resolution authorizing such increase shall direct. *Increase of Capital.*

47. 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 or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution. *Issue of new shares to existing members*
48. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing representing not less than seventy-five (75) per centum of the total voting rights of shareholders in the class, or a special resolution passed by shareholders in that class sanctioning the variation. To every such separate general meetings, the provisions of the Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy(ies), one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy(ies) may demand a poll. To every such special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary apply. *Modification of the Rights attached to different classes of shares.*
49. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the company in some or all respects pari passu therewith but in no respect in priority thereto.
50. Subject to the provisions of the Act, the Company in general meeting may, from time to time, by special resolution, reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or reducing the liability on the shares or in any other way whether allowed by law, as may seem expedient, and in particular capital may be paid off or cancelled upon the footing that the amount may be called up again or otherwise. *Power to Reduce Capital.*

SUBDIVISION, CONSOLIDATION OR CONVERSION

51. The Company may, by ordinary resolution, consolidate, divide or subdivide or its shares or any of them, 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. *Subdivision and Consolidation of Shares.*
52. (1) The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any number. *Conversion into stock.*

- (2) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; and the Board may from time to time fix the minimum amount of stock transferable, provided that such minimum shall not exceed the number of the shares from which the stock arose.
- (2) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (3) All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words “shares” and “shareholders” therein shall include “stock” and “stockholder”.

BORROWING POWERS

53. The Board may exercise all the powers of the Company (but not those of any of its subsidiaries) to borrow or secure money and to mortgage or charge its undertaking, property, uncalled capital or any part thereof or to issue debentures and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any related third party. *Power of the Board to borrow.*
54. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and, in particular, by the issue of debentures or debenture stock of the Company, perpetual or otherwise, charged upon or by mortgage charge or lien and on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by making accepting, endorsing or executing any promissory notes or bills of exchange. *Issue of securities to secure Repayment.*
55. Every debenture or other instrument for securing the payment of moneys may be made assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures or debenture-stock, bonds or other instruments or securities may be issued with any special privileges as to redemption, surrender, drawing, allotments of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise. *Securities may be assignable free from equities.*
56. The Board shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specially affecting the property of the Company and shall comply with the provisions of the Act. *Register of Charge*

GENERAL MEETINGS

57. Annual general meeting shall be held once in every calendar year at such time within six (6) months of the Company’s financial year end not being more than fifteen (15) months after the holdings of the last preceding annual general meeting, and at such place as the Board may appoint. *When annual general meeting to be held.*
58. General meetings other than the annual general meeting shall be called extraordinary general meeting. *Extraordinary general meeting.*

59. The Board may, whenever they think fit and shall, on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary general meeting of the Company, and in the case of such requisitions the following provisions shall have effect :-
- Requisition of general meeting by shareholders*
- (a) The requisition shall be in hard copy or electronic form and must state the general nature of business to be dealt with at the meeting, may include a text of a resolution that may properly be moved and intended to be moved at the meeting and must be signed or authenticated by the requisitioner and delivered at the office, and may consist of several documents in like form signed by one or more requisitionists.
 - (b) If the Board do not proceed to call for the meeting within fourteen (14) days from the date of the requisition and hold the meeting on a date not more than twenty-eight (28) days after the date of the notice to convene the meeting, the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the delivery of the requisition.
 - (c) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board as provided in Section 313 of the Act.
60. (1) The notices convening general meetings shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Notice of all general meeting shall be given in any manner authorized by this Constitution, to:-
- (a) every member holding shares conferring the right to attend and vote at the meeting, who at the time of the convening of the meeting, shall have paid all calls or other sums presently payable by him in respect of shares in the company;
 - (b) every person entitled to a share of the Company (who has produced such evidence as may from time to time be required by the Central Depository in accordance with the Rules or as the Central Depository may determine) in consequence of the death or bankruptcy or mental disorder of a member or by operation of law. A notice may be given to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post addressed to them by name, or by the title of the representatives of the deceased or trustees of the bankrupt member, or by any like designation, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be entitled, or until an address has been so supplied and entered into the Record of Depositors, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred;
 - (c) the Auditors of the Company; and
 - (d) the Board;

- (2) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.
61. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. *Record of Depositors.*
- (2) The Company shall also request the Depository in accordance to the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors")
- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
62. The omission to give any such notice to or non-receipt of any such notice by any member shall not invalidate the meeting or any resolution passed or proceedings had at any such meeting. *Omission to give notice.*

PROCEEDINGS AT GENERAL MEETINGS

63. (1) The ordinary business of an annual general meeting are:- *Ordinary Business and Special Business*
- (a) the laying of audited financial statements and the reports of the directors and auditors;
- (b) the election of directors in place of those retiring;
- (c) the fixing of the remuneration of directors including fees and benefits payable to the directors;
- (d) the appointment and fixing of the remuneration of the auditors; and
- (e) the declaration of dividend.
- (2) All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed as special business.
64. The quorum for a general meeting shall be two members physically present in person or by proxy or by representative at the main venue of the general meeting. For the purpose of constituting a quorum, one or more proxies or representatives appointed by a person or a corporation shall be counted as one member. A quorum must generally be present at all times during the meeting. *Quorum.*

65. The Chairman of the Board, shall preside as Chairman at every general meeting, but if no such Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one of their member to act as Chairman of such meeting, and if there is no Director chosen or no Director willing to act as Chairman, the members present in person or by proxy and entitled to vote shall choose one of the members to act as Chairman at such meeting. A proxy is prohibited to be elected to be the Chairman of general meeting. *Chairman of General Meeting.*
66. 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 but in any other case it shall stand adjourned to the same day in the next week at the same time and place unless the same shall be a public holiday, when it shall be adjourned to the day following at the same time and place or to such other day and at such other time and place as the Board may determine. *If quorum not present, when meeting to be dissolve and adjourned.*
67. (1) A general meeting may be convened at more than one (1) venue using video conference, web-based communication, electronic or other communications facilities or technology that enable the members to participate and vote at the meeting without being physically present at the main venue of the general meeting. Should the communication facility be disconnected or the member has disconnected or cease to participate in the meeting for any reason whatsoever, the meeting shall continue, notwithstanding the fact that one or more members has disconnected or fail to re-connect to participate in any part of or for the remainder of the meeting. *Meetings of members at two or more venues*
- (2) The main venue of the general meeting shall be in Malaysia and the Chairman shall be present at that main venue of the general meeting.
68. Any resolution put to the vote at any general meeting shall be decided in the first instance by a show of hands unless before or on the declaration of the results of the show of hands, a poll is demanded, subject to any express requirements of the Listing Requirements. *How resolutions are decided*
69. A poll can be demanded on any question or matter or resolution put to the vote at any general meeting provided that no poll shall be demanded for the election of the Chairman of the meeting or on any question of adjournment. A poll can be demanded:- *Rights to demand poll*
- (a) by the Chairman; or
- (b) by at least three (3) members present in person or by proxy; or
- (c) by a member or members present in person or by proxy and representing not less than ten (10) per centum of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a 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 ten (10) per centum of the total paid up shares conferring that right.
70. At any general meeting, in the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the votes to which he may be entitled as a member. *Chairman to have casting vote*

71. At any general meeting (unless a poll is demanded in accordance to this Constitution) a declaration by the Chairman that the resolution has been passed unanimously or with a particular majority or is lost, and an entry to that effect in the minutes of the proceeding shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. *Evidence of the passing of a resolution where poll not demanded.*
72. If poll is demanded as aforesaid, it shall be taken in such manner and at such time and place, and either immediately or after an interval or adjournment not exceeding seven days as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. *Poll to be taken*
73. The Chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time and 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. *Power to adjourn General Meeting.*
74. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. *Business to proceed notwithstanding demand for poll.*

VOTING AT GENERAL MEETINGS

75. Subject to Clause 61 and to any rights or restriction for the time being attached to any class or classes of shares in the capital of the Company, a member of the company shall be entitled to be present and to vote at any general meeting or meetings of classes of members in respect of any share or shares upon which all calls due to the Company have been paid. *Voting rights of members.*
76. No member shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any general meeting, or upon a poll or be reckoned in a quorum, whilst any call or any other sum shall be due and payable to the Company in respect of any of the shares of such member. *No member entitled to vote while call due to Company.*
77. On a resolution to be decided on show of hands, a holder of ordinary shares or preference shares who is personally present or by attorney or other duly authorized representative and entitled to vote shall be entitled to one vote and in the case of a poll, every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share held or represented by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way. *Voting rights on a show of hands and poll*
78. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. *Voting right of proxy*
79. Any person entitled under the transmission clause to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of holding the meeting at which he proposed to vote he shall satisfy the Board of his right to transfer such shares, unless the Board shall, previously to such meeting, have admitted his right to vote thereat in respect of such shares. Any member who shall have become bankrupt shall not, while his bankruptcy continues, be entitled to exercise the right of a member, or attend, vote, or act at any meeting of the Company. *Votes of members entitled to shares under the transmission clause.*

80. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally, or by proxy, in respect of such shares as if he were solely entitled thereto, but of more than one of the said persons so present whose name stands first on the Register of Members in respect on such shares, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name shares stand shall, for the purpose of this clause, be deemed joint holders of such shares. *Joint-holders.*
81. No member shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any general meeting, or upon a poll or be reckoned in a quorum, whilst any call or any other sum shall be due and payable to the Company in respect of any of the shares of such member. *No member entitled to vote while call due to Company.*

PROXY AND REPRESENTATIVES

82. A corporation, if it is a member of the Company, may by resolution of its board of directors or other governing body, authorize a person or persons to act as its representative(s) at any general meeting of the Company and such representative(s) shall be entitled to exercise the same powers on behalf of the corporation which he represents and if he had been an individual member of the Company, including power when personally present to vote on a poll. A certificate of authorization by the corporation shall be prima facie evidence of the appointment or revocation of the appointment, as the case may be, of a representative of the corporation. *Representation of Company-member*
83. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at the general meeting of the Company. A proxy need not be a member of the Company and there shall be no restriction as to the qualifications of proxy and a member may appoint one (1) or more proxies. Where a member has appointed two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise, the appointment shall not be valid. *Appointment of proxy.*
84. 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. An exempt authorized nominee refers to an authorized nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act. *Appointment of proxies by exempt authorised nominee*
85. A vote given in accordance with the terms of any instruments of proxy shall be valid, notwithstanding the previous death of the principal or renunciation of the proxy, unless notice in writing of the death or revocation shall have been received at the registered office of the Company before the meeting. *Notice of revocation of proxy.*
86. A proxy may be appointed generally, or for a specified period or for a specified meeting or meetings. The instrument of proxy whether for a specified meeting or otherwise, shall as far as the circumstances will admit, be in such form or in any other form which approved by the Board:- *Form of appointment of proxy.*

MALAYSIA BUILDING SOCIETY BERHAD

I/We.....NRIC No.
of being a member of
Malaysia Building Society Berhad hereby appoint
..... NRIC No. of
.....
... and / or failing him NRIC No.
.....of
or failing him, the Chairman of the Meeting as my/our proxy, to vote for me/us and
on my/our behalf, at the annual (or extraordinary as the case may be) general
meeting, of the Company to be held on theday of
..... and at any adjournment thereof.

For appointment of two proxies, the percentage of shareholdings to be represented
by each proxy are as follows:-

First Proxy (1) :	%
Second Proxy (2) :	%

My/our proxy is to vote as indicated below:-

Resolution	For	Against

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

Date:

Signature of member

87. 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 Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. *Instrument to be deposited*
88. (1) Notwithstanding Clause 87 and subject to the Act and the Listing Requirements, the Board or any agent of the Company so authorised by the Board, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Constitution. *Appointment of proxy by electronic communication*
- (2) The Board may require such reasonable evidence they consider necessary to determine:-
- (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.

- (3) The appointment of proxy by electronic communication must be received at the electronic address or fax number or any other methods specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
- (a) Notice of meeting; or
 - (b) Instrument appointing a proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication must be received by the Company pursuant to Clause 88(3) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy 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.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this clause shall be invalid.

DIRECTORS

89. Unless otherwise determined by a general meeting, the number of directors shall not be less than two or more than ten. *Number of Directors*
90. The Board shall have power from time to time and at any time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the Board, provided that the total number of directors shall not exceed the prescribed maximum. A director so appointed shall hold office only until the next annual general meeting, and shall be then be eligible for re-election. *Appointment of Directors by Board.*
91. The Company in general meeting may, from time to time, and at any time, appoints new directors and may increase or reduce the number of directors in office. *Appointment of Directors by general meeting.*
92. Directors shall not be required to hold any shares of the Company or any special qualification. *No Qualification for Directors.*
93. Fees payable to the Non-Executive Directors shall be paid by a fixed sum (and not by a commission on or percentage of profit or turnover of the company) out of the funds of the Company as remuneration for their services as the Company in general meeting may from time to time determine, and such remuneration shall be divided among them in such proportions and manner as the Board may determine or, in default of determination, equally. The fees of Directors and any benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting. Salaries, if applicable, payable to Executive Directors may not include a commission on or percentage of turnover of the Company. *Remuneration of Directors.*
94. The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. *Reimbursement and special remuneration*

95. The office of Director shall be vacated if the Director:- *When office of Director vacated.*
- (a) Resigns his office by notice in writing to the Company at the Office; or
 - (b) Has retired in accordance with the Act or the Constitution but is not re-elected; or
 - (c) Is removed from office in accordance with the Act or the Constitution; or
 - (d) Becomes a bankrupt during his term of office; or
 - (e) Is found lunatic or becomes of unsound mind during his term of office; or
 - (f) Dies; or
 - (g) Fails personally to attend duly convened Board meetings for any period exceeding three (3) consecutive months without leave of the Board; or
 - (h) Is absent for more than 25% of the total Board meetings held during a financial year; or
 - (i) Becomes prohibited or disqualified from being Director by reason of any order made under the provisions of the Act or Islamic Financial Services Act 2013; or
 - (j) Otherwise vacates his office in accordance with the Constitution.
96. The continuing Directors may act notwithstanding any vacancy in their body, but, if so long as their number is reduced below the minimum number fixed by or pursuant to the Constitution of the Company, the remaining Director may, except in an emergency, act only for the purpose of increasing the number of Director to such minimum number, or to summon a general meeting of the Company. *Directors to act notwithstanding vacancies.*
97. (1) Subject to compliance with the provisions of the Listing Requirements, the Act and other applicable regulatory requirements, a Director may contract with or be interested in any contract or proposed contract with the Company either as vendor, purchaser or otherwise and shall not be liable to account for any profit made by him by reason of any such contract or proposed contract provided that the nature of the interest of the Director in such contract or proposed contract be declared at the Board meeting at which the question is first taken into consideration if his interest then exist or in any other case at the next Board meeting held after he became interested. No Director shall vote as a director in respect of any contract or arrangement or proposed contract or arrangement in which he has, directly or indirectly, an interest. *Directors contracting with the Company.*
- (2) A Director may hold office as a director or manager of or otherwise be interested in any other corporation in which the Company is in any way interested and shall not (unless it is otherwise agreed) be liable to account to this Company for any remuneration or other benefits receivable by him from such other corporation.
98. Each Director shall have power by an instrument in writing to nominate any person to act as alternate director in his place during his absence or inability to act as Director, and at his discretion to remove such alternate director, provided that such person is not a Director of the Company, such person does not act as an alternate for more than one director of the Company and the appointment is approved by a *Appointment of alternate director.*

majority of the other members of the Board. On such appointment being made the alternate director shall be subject in all respects to the terms and conditions affecting the other Directors, and each alternate director while acting in the place of an absent Director, shall exercise all the rights and discharge all the duties of the Director he represents, but any remuneration paid by the Company to him shall be deducted from the remuneration payable to the Director nominating him. Any instrument appointing an alternate Director shall be delivered to and retained by the Company. If the Director making any such appointments as aforesaid shall cease to be a Director, the person appointed by him shall cease to have any power or authority to act as an alternate Director.

99. The Company may by ordinary resolution of which special notice has been given, removes any Director before the expiration of his period of office, notwithstanding, any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation 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. In default of such appointment the vacancy so arising may be filled by the Board as a casual vacancy. *Removal of Director.*

ROTATION OF DIRECTORS

100. At each annual general meeting, one-third 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, shall retire from office at the conclusion of the meeting PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting. *Rotation and Retirement of Directors.*
101. An election of Directors shall take place each year and a retiring Director shall be eligible for re-election. *Director eligible for re-election.*
102. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless some member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by 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 Board for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the members at least seven (7) days prior to the meeting at which the election is to take place. *Election of other persons.*
103. The Company may appoint any person who is not disqualified under the Act and Listing Requirements to fill in the vacancy at the annual general meeting at which a Director so retires, and if no appointment was made to fill the vacancy, the retiring Director shall, if he offers himself for re-election, be deemed to have been re-elected, unless a resolution for the re-election of the Director is put to the meeting and lost. The vacancy arising from the retired director is not compulsory to be filled at the annual general meeting unless the number of Directors falls below the minimum number of Directors pursuant to this Constitution. *Filling up vacated offices.*

POWER OF DIRECTORS

104. Any sale or disposal by the Board of the Company's main undertaking shall be subject to ratification by members in general meeting but, subject as aforesaid, the management of the business of the Company shall be vested in the Board, who may subject to the restriction hereinafter mentioned exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to such regulations (not being inconsistent with the provisions of the Act) as may from time to time be made by the Company in general meeting, but no regulation shall invalidate any prior act of the Board which would have been valid if no such regulation had been made. *Power of Directors.*

MANAGING DIRECTOR

105. The Board may from time to time appoint one or more of their body to the office of Managing Director for such term not exceeding three years, at such remuneration which is a fixed sum and not by a commission on or percentage of profits or turnover and on such terms and conditions as they think fit, and a director so appointed, or a person performing the function of a Managing Director, by whatever name called, shall at all times be subject to the control of the Board and his appointment shall ipso facto be terminated if he ceases from any cause to be a director, or if the Company in general meeting resolve that his tenure of the office of Managing Director be determined. *Power of Managing Director*

ATTORNEYS

106. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and wish such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested him.

PROCEEDING OF DIRECTORS

107. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit. A Director may, and the Secretary at the request of any Director, shall at any time, summon a Board meeting. A majority of the Board must be present to form a quorum. A quorum must generally be present at all times during the meeting. *Quorum for meeting of Directors.*
108. A notice of a meeting of the Board shall be sent to all Directors, and the notice shall include the date, time and place of meeting and the matters to be discussed. The notice of a meeting of the Board shall be in writing and may be sent to all Directors in hard copy or electronic form or partly in hard copy and partly in electronic form. *Notice sent to Directors*

109. (1) The meeting of Board or Board Committees may be conducted by means of telephone or other methods of simultaneous communication by audio/visual conferencing, electronic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants without the need for a Director to be in physical presence of the other Directors and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum at all times during such meeting, all resolutions passed in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Board duly convened and held. All information and documents must be made equally available to all participants prior to or at/during the meeting. *Participation at Directors' meetings by way of telephone and video conferencing*
- (2) A Director may disconnect or cease to participate in the meeting if he makes known to all other Directors participating that he is ceasing to participate in the meeting. The minutes of such a meeting signed by the Chairman shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid. A meeting conducted by the aforesaid means is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors participating in the meeting was at that place for the duration of the meeting.
110. Questions arising at any Board meeting shall be decided by a majority of votes and, in case of an equality of votes, the Chairman shall have a second vote provided that at a meeting at which only a quorum is present, or at which only two Directors are competent to vote on the question at issue, the Chairman shall not have a casting vote. *Decisions of Questions arising at meeting of Directors.*
111. Subject as aforesaid the Directors may elect a Chairman and Deputy Chairman of their meetings, and may determine the period for which such officers shall respectively hold office. In the absence of the Chairman (if any), the Deputy Chairman (if any) shall preside. If such officers have not been appointed, or if neither be present at the time appointed for the meeting, the Directors present shall choose one of their number to be Chairman at such meeting. *Election of Chairman and Deputy Chairman.*
112. A Board meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally. *Powers of quorum.*
113. The Board may delegate any of their powers to a Committee or Committees consisting of such member or members of the Board of their 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 Board. *Power to appoint Committees and delegation of power.*
114. All acts done by any Board Meeting, or by Board Committee, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that their acting as aforesaid, or that they or any of them were disqualified, or that there was some defect in the appointment of such Directors or persons, be as valid as if every such person had been duly appointed and was qualified to be a Director. *When acts of Directors and or Committees valid notwithstanding defective appointment.*

115. A Director may hold any other office under the Company in conjunction with his office of Director except the office of auditor. *Director not to be an Auditor.*
116. A resolution in writing or copies thereof circulated in hard copy or electronic form signed or approved via letter, telegram, telex, telefax, electronic mail, or any other form of written communication or electronic means by a majority of the Directors (or their alternates) for the time being entitled to receive the notice of Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly called and constituted. Any such resolutions may consist of several documents, in similar form, each document shall be signed or assented to by one or more Directors or their alternates. A copy of such resolution shall be entered in the minutes book of Board proceedings. *Circular Resolution*

MINUTES

117. The Board shall cause minutes to be duly entered in books provided for the purposes:- *Minutes.*
- (a) Of all appointments of Directors, Managers and Company Secretaries:
 - (b) Of the names of the Directors present at each Board meeting and of any Board Committee meetings;
 - (c) Of all resolutions and proceedings of general meetings, Board meetings and Board Committee meetings.

And any such minutes of any Board meeting or of the Company, if purporting to be sighted by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

THE SEAL

118. (1) The Board shall provide for the safe custody of the Common Seal and Securities Seal of the Company which shall only be used by the authority of the Board previously given and every instrument to which the Common Seal and Securities Seal of the Company is affixed shall be signed by a Director, or some other person appointed by the Board and shall be countersigned by the Secretary or by some other person appointed by the Board for the purpose but so that the Board may by resolution determine, either generally or in any particular case, that the signature of the Director may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Common Seal or Securities Seal of the Company. *Common Seal and Securities Seal.*
- (2) The Company may exercise the powers conferred by the Act with regard to having a duplicate common seal and an official seal for use abroad and such powers shall be vested in the Board.

APPROPRIATION OF PROFITS

119. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by this Constitution, and subject to the provisions of this Constitution as to the reserve fund shall be divisible among the member in proportion to the amount of capital paid up on the shares held by them respectively. *Division of profits.*
120. Where money is paid up in advance of calls upon the footing that the same shall carry interest, such money shall carry interest accordingly and not confer a right to participate in profits. *Interest on moneys paid in advance of calls.*
121. The Company in general meeting may declare a dividend to the member according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Board, but the Company in general meeting may declare a smaller dividend. *Declaration of Dividend in general meeting*
122. The Board may from time to time declare and distribute dividends to the members in accordance to the Act. *Declaration of Dividend by Board*
123. No dividend shall be distributed to the members except out of the profits of the Company available and the Company is solvent. No dividend shall carry interest. *Dividend not to carry interest.*
124. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive. *Net Profits.*
125. The Board may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists. *Powers to retain dividend and apply the same towards Company's lien.*
126. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. *Shares transfer and right to dividend.*
127. Any general meeting or the Board declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, or paid-up shares, debentures, or debenture stock of the Company, or paid-up shares, debentures or debenture stock of any other company, or in any one or more of such ways, and the Board shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any member upon the footing of the value so fixed, in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Board. *Manner of payment of dividend.*
128. The Board may retain the dividends payable upon registered shares in respect of which any person is, under the transmission clause, entitled to become a member, or which any person under that clause is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same. *Power to retain Dividend payable on shares affected by the transmission clause.*

129. Notice of declaration of any dividend, whether interim or otherwise, may be given by advertisement. *Notice of declaration of dividends.*
130. Any dividend, interest 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 who is named on the Register of Members or in case of joint holders to that one whose name shall stand first on the Register in respect of the joint holding or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been lost, stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. *Mode of payment of dividend etc. Payment to Joint holders.*
131. Subject to the provision of any written law for the time being in force, all dividends unclaimed for one year after having been declared shall be dealt with in accordance with any law for the time being in force relating to unclaimed moneys. *Unclaimed dividends.*

RESERVE FUND

132. The Board may, before declaring any dividend or bonus in respect of any class of shares out of or in respect of the earnings or profits of the Company for any yearly or other period cause to be reserved or retained and set aside out of such profits such sums as they may determine to form a Reserve Fund to meet regulatory compliance requirements, if applicable, or contingencies or depreciation in the value of the property of the Company, or for equalizing dividends or for special dividends or for distributing bonuses or for repairing, improving and maintaining any of the property of the Company, or such other purposes as the Board shall, in their absolute discretion, think conducive to the interests of the Company. *Reserve fund.*

ACCOUNTS

133. The Board and managers of the Company shall:- *Duty to keep proper financial statements*
- (a) cause to be kept the accounting and other records to sufficiently explain the transaction and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared; and
 - (b) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited.
134. The accounting records shall be kept at the Office or such other place or places as the Board shall think fit and shall always be open to inspection by the Board. *Accounting records to be kept.*

135. The Board 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 or regulations, the accounts and books of the Company, or any of them, shall be opened to the inspection of members and 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 statute or authorised by the Board or by a resolution of the Company in general meeting. *Accounts and books may be inspected by members*
136. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and laid before the Company in an annual general meeting such audited financial statement, the directors' and auditors' report as required under the Act. The Board shall issue the annual audited financial statement, the directors' and auditors' report within four (4) months after the close of a financial year of the Company. *Presentation of accounts*
137. A copy of each of the audited financial statements, the directors' and auditor's report in printed form or in electronic format shall be sent to every member of the Company, every holder of the debenture of the Company, every auditor of the Company, and to every other person who is entitled to receive notice of general meetings from the Company under the provisions of the Act, or of this Constitution not less than twenty one (21) days before the date of the annual general meeting. *Copy to be sent to members*

AUTHENTICATION OF DOCUMENTS

138. Any Director or the Secretary or any person approved by the Board shall have the power to authenticate any documents affecting the Constitution and any resolution passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. *Authentication of documents*

NOTICES

139. Notice of meetings or other document including statements, reports or notification pursuant to this Constitution, the Act and/or the Listing Requirements may be given by the Company to the members in writing and such document may be served or delivered in the following form at the election of the Company:- *Service of notices and documents.*
- (a) in hard copy; or
 - (b) in electronic form; or
 - (c) combination of hard copy and electronic form.
140. (1) Notice or document in hard copy may be given, sent or served in the following manner:- *How notices and documents be served*
- (a) personally; or
 - (b) sent by post to the member at his registered address in Malaysia as appearing in the Register of Members or the Record of Depositors or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for that purpose.

- (2) Notice or document in electronic form may be given, sent or served in the following manner:-
- (a) transmitting to his last known electronic mail address; or
 - (b) stored in CD-ROM, USB Drive or any other storage devices and the storage devices is sent or served on the members personally or by post; or
 - (c) served on members by means of publication on the Company's website provided that a notification of the publication of the notice or document on the website via hard copy or electronic mail or messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (d) served on member using any other electronic platform maintained by the Company or third parties that can host the information in a secured manner for access by the members provided that a notification of the publication or availability of the notice or document on the electronic platform via hard copy or electronic mail or messaging service has been given to them accordingly.

141. (1) Any notice or document shall be deemed to have been validly served by the Company:

When notices and documents deemed served

- (a) where the notice or document is sent in hard copy by post, on the day on which the envelope or wrapper containing the same would in the ordinary course of post be delivered and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post-office or a post-box.
- (b) where the notice or document is sent by electronic means:
 - (i) via electronic mail, at the time of transmission to the electronic address pursuant to Clause 140(2)(a) provided that the Company has record of the electronic communication being sent and that no written notification of delivery failure is received by the Company; or
 - (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that a separate written notification on the publication of the notice or documents on the website has been given pursuant to Clause 140(2)(c); or
 - (iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that a separate written notification on the publication or availability of the notice or documents on the relevant electronic platform has been given stating the information as required under the Act has been given pursuant to Clause 140(2)(d).

- (2) The electronic mail address, phone number or any other electronic contact details of a member as provided to the Central Depository shall be deemed as the last known contact information provided by the members to the Company for purposes of communication with the members.
 - (3) In the event of any unsuccessful service of any notice or document sent by electronic means, the Company must, as soon as practicable, upon discovery of the delivery failure, make alternative arrangements for service by serving the notice or document in hard copy in accordance to this Constitution.
 - (4) In the event that the notice or document is sent by electronic means and a member require a printed form of such notice or document, the Company shall send the document to the member within four (4) market days from the date of receipt of the member' request.
142. All notices or documents with respect to shares standing in the names of joint holders, shall be given to whichever of such persons is named first in the Register of members, as appropriate, and notice so given shall be sufficient notice to all the holders of such shares. *Notice to Joint-holders.*
143. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any shares, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares. *Person entitled to receives notice.*
144. Any notice or document in hard copy or electronic form delivered or sent to any member in pursuance of this Constitution shall, notwithstanding such member be then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall, for all purposes of this Constitution be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interest with him or her in any such share. The signature to any notice to be given by the Company may be written or printed. *Notice valid though member deceased.*
- WINDING UP**
145. If the company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as near as may be the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively, and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up paid or which ought to have been paid up on the shares held by them respectively. But this clause shall be without prejudice to the right of the holders of shares issued upon special terms and conditions. *Distribution of Assets.*

146. If the Company shall be wound up, whether voluntary or otherwise, the liquidators, may, with the sanction of a special resolution, divide among the contributories in species or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trust for the benefit of the contributories or any of them as the liquidators with the sanction think fit. Any such resolution may provide for and sanction a distribution of any specific assets between different classes of members otherwise than in accordance with their existing rights but each member shall in that event have a right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to Section 457 of the Act. *Distribution of Assets in specie.*
147. In case any of the shares to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the special resolution, by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly. *Shares liable to calls.*

SECURITY CLAUSE

148. Save as may be 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 business or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the members to communicate to the public. *Secrecy Clause*

DISCLOSURE OF BENEFICIAL INTEREST

149. (1) Subject to the provisions of the Act, the Company may by notice in writing require any member or any other person who has an interest in any of the voting shares in the Company within such reasonable time as specified in the notice:- *Disclosure of beneficial interest.*
- (a) to inform the Company whether he holds any voting shares or has interest in any of the voting shares of the Company as beneficial owner or as trustee; and
 - (b) if he holds them as trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Subject to the provisions of the Act, the Company may by notice in writing require a member to inform the Company, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

INDEMNITY

150. Subject to the provisions of the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto unless the same shall happen or be incurred through his willful act or default. *Indemnity.*

EFFECT OF THE LISTING REQUIREMENTS

151. (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. *Effect of the Listing Requirements*
- (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require this Constitution to contain a provision and it does not contain such provision, this Constitution is deemed to contain that provision.
- (5) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means the Bursa Malaysia Securities Berhad Main Market Listing Requirements, including any amendment to the Listing Requirements that may be made from time to time.