



Registered Office:
Level 14, Menara Maybank
100, Jalan Tun Perak
50050 Kuala Lumpur
Malaysia

16 March 2022

Board of Directors

Tan Sri Dato' Sri Zamzamzairani Mohd Isa (*Non-Independent Non-Executive Director/Chairman*)
Dato' Sri Abdul Farid Alias (*Group President & Chief Executive Officer*)
Datuk R. Karunakaran (*Senior Independent Non-Executive Director*)
Cheng Kee Check (*Non-Independent Non-Executive Director*)
Edwin Gerungan (*Independent Non-Executive Director*)
Dr Hasnita Dato' Hashim (*Independent Non-Executive Director*)
Anthony Brent Elam (*Independent Non-Executive Director*)
Che Zakiah Che Din (*Independent Non-Executive Director*)
Fauziah Hisham (*Independent Non-Executive Director*)
Shariffuddin Khalid (*Independent Non-Executive Director*)
Dato' Idris Kechot (*Independent Non-Executive Director*)
Dato' Zulkiflee Abbas Abdul Hamid (*Independent Non-Executive Director*)
Shirley Goh (*Independent Non-Executive Director*)

To: Our shareholders

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE PROVISIONS OF THE EXISTING CONSTITUTION OF MALAYAN BANKING BERHAD (REGISTRATION NO. 196001000142 (3813-K)) ("OUR COMPANY") ("PROPOSED AMENDMENTS")

1. INTRODUCTION

On 25 February 2022, our board of directors ("**Board**") announced to Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)) ("**Bursa Securities**") that our Company will seek shareholders' approval for the Proposed Amendments. The purpose of this letter is to provide you with the information on the Proposed Amendments and to seek your approval for the special resolution pertaining to the Proposed Amendments to be tabled at the 62nd Annual General Meeting ("**AGM**") which is scheduled to be held on Thursday, 14 April 2022.

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS LETTER BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENTS AT THE FORTHCOMING AGM. THE NOTICE OF AGM AND THE FORM OF PROXY ARE ENCLOSED IN OUR ANNUAL REPORT 2021.

2. DETAILS OF THE PROPOSED AMENDMENTS

Kindly refer to the Appendix of this letter for the details of the Proposed Amendments.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

Pursuant to Section 36 of the Companies Act 2016 ("Act"), amendments are proposed to be made to the existing Constitution of the Company, after taking into account the following:

- (i) the amendments to the Act from 1 January 2018 to date; and
- (ii) the amendments to the Main Market Listing Requirements of Bursa Securities from 1 January 2018 to date.

(Collectively, known as "**Laws and Regulations**")

The Proposed Amendments are primarily to bring the contents of the existing Constitution of the Company in line with the Laws and Regulations and to provide more clarity to certain provisions contained therein.

Additionally, the Proposed Amendments are intended to provide more flexibility for our Company and its shareholders to hold and to participate in virtual and/or hybrid general meetings. Further amendments are proposed to be made to ensure consistency throughout the Constitution in order to facilitate and further enhance administrative efficiency.

4. EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments will not have any effect on the issued share capital, earnings per share, net assets per share, gearing and the substantial shareholders' shareholdings of our Company.

5. APPROVALS REQUIRED

The Proposed Amendments are conditional upon your approval at the forthcoming AGM.

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the directors of our company ("**Directors**") or major shareholders and/or persons connected to them has any interest, direct or indirect, in the Proposed Amendments.

7. DIRECTORS' RECOMMENDATION

Our Board, having considered all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of our Company and hereby recommends that you vote in favour of the special resolution pertaining to the Proposed Amendments, to be tabled at the forthcoming AGM.

Yours faithfully

For and on behalf of the Board of Directors of
MALAYAN BANKING BERHAD

Tan Sri Dato' Sri Zamzamzairani Mohd Isa
Chairman

APPENDIX
PROPOSED AMENDMENTS

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

No.	Existing	No.	New
DEFINITION AND INTERPRETATION			
1.1	<u>Definition</u>	1.1	<u>Definition</u>
1.1(a)	In this Constitution, unless the context otherwise requires:-	1.1(a)	In this Constitution, unless the context otherwise requires:-
	"Act" The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof;		"Act" The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof;
	"BNM" Bank Negara Malaysia;		"BNM" Bank Negara Malaysia;
	"Board of Directors" Board of directors for the time being of the Company;		"Board of Directors" Board of directors for the time being of the Company;
	"Bursa Securities" Bursa Malaysia Securities Berhad (635998-W);		"Bursa Securities" Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W));
	"Central Depository" Bursa Malaysia Depository Sdn Bhd (165570-W) which expression shall include any successors thereof;		"Central Depository" Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 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;		"Central Depositories Act" The Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof;
	"Central Depositories (Amendment) Act" The Securities Industry (Central Depositories) (Amendment) Act 1998 and any statutory modification, amendment or re-enactment thereof;		"Central Depositories (Amendment) Act" The Securities Industry (Central Depositories) (Amendment) Act 1998 and any statutory modification, amendment or re-enactment thereof;
	"Chairman" The Chairman of the Board of Directors;		"Chairman" The Chairman of the Board of Directors;
	"Constitution"		"Constitution"

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

No.	Existing	No.	New
	This Constitution of the Company including any changes made to it;		This Constitution of the Company including any changes made to it;
	"Deposited Security" A Security or Securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;		"Deposited Security" A Security or Securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;
	"Depositor" A holder of Securities Account established by the Central Depository;		"Depositor" A holder of Securities Account established by the Central Depository;
	"Directors" The directors for the time being of the Company or a quorum of the directors present at a board meeting;		"Directors" The directors for the time being of the Company or a quorum of the directors present at a board meeting;
	"dividend" Includes monies and bonus;		"dividend" Includes monies and bonus <u>shares</u> ;
			<u>"Essential Individuals"</u> <u>Such persons who must be physically present at a Virtual Meeting, as may be decided by the Board of Directors.</u>
			<u>"Fully Virtual Meeting"</u> <u>A General Meeting held and conducted wholly and exclusively by virtual attendance by all meeting participants including the chairperson of the General Meeting, Board of Directors, senior management, Members and/or proxies by means of electronic facilities;</u>
	"General Meeting" or "Meeting" A meeting of the Members of the Company held in accordance with the Constitution;		"General Meeting" or "Meeting" A meeting of the Members of the Company held in accordance with the Constitution;
	"General Meeting Record of Depositors" The record of depositors issued by the Central Depository as at a date not less than three (3) Market Days before the General Meeting;		"General Meeting Record of Depositors" The record of depositors issued by the Central Depository as at a date not less than three (3) Market Days before the General Meeting;

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

No.	Existing	No.	New
			<p><u>"Hybrid Meeting"</u></p> <p><u>A General Meeting held and conducted simultaneously by (i) physical attendance by meeting participants including Members and/or proxies, and (ii) virtual attendance by meeting participants including Members and/proxies by means of electronic facilities;</u></p>
	<p>"Listing Requirements"</p> <p>The Main Market Listing Requirements of Bursa Securities including any modification or amendment thereof that may be made from time to time;</p>		<p>"Listing Requirements"</p> <p>The Main Market Listing Requirements of Bursa Securities including any modification or amendment thereof that may be made from time to time;</p>
	<p>"Market Day"</p> <p>Any day on which there is official trading on Bursa Securities;</p>		<p>"Market Day"</p> <p>Any day on which there is official trading on Bursa Securities;</p>
			<p><u>"Meeting Location (s)"</u></p> <p><u>A venue for a General Meeting held at one (1) or more physical locations where Members and/or proxies attend Hybrid Meetings or Physical Meetings;</u></p>
	<p>"Member"</p> <p>Any person/persons for the time being holding shares in the Company including Depositors whose names appear on the Record of Depositors but shall exclude the Central Depository or its nominee company in whose name the Deposited Security is registered;</p>		<p>"Member"</p> <p>Any person/persons for the time being holding shares in the Company including Depositors whose names appear on the Record of Depositors but shall exclude the Central Depository or its nominee company in whose name the Deposited Security is registered;</p>
	<p>"month"</p> <p>Calendar month;</p>		<p>"month"</p> <p>Calendar month;</p>
	<p>"Office"</p> <p>The Registered Office of the Company;</p>		<p>"Office"</p> <p>The Registered Office of the Company;</p>
	<p>"Omnibus Account"</p> <p>A Securities Account in which ordinary shares are held in the Company for multiple beneficial owners;</p>		<p>"Omnibus Account"</p> <p>A Securities Account in which ordinary shares are held in the Company for multiple beneficial owners;</p>
			<p><u>"Physical Meeting"</u></p> <p><u>A General Meeting held and conducted exclusively by physical attendance of meeting participants including Members and/or proxies;</u></p>

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No.	Existing	No.	New
	<p>"Record of Depositors"</p> <p>A record provided by the Central Depository to the Company or its registrar or its issuing house under Chapter 24 of the Rules (including any modification or amendment thereof that may be made from time to time);</p>		<p>"Record of Depositors"</p> <p>A record provided by the Central Depository to the Company or its registrar or its issuing house under Chapter 24 of the Rules (including any modification or amendment thereof that may be made from time to time);</p>
	<p>"Rules"</p> <p>The Rules of the Central Depository and any appendices thereto including any modification or amendment thereof that may be made from time to time;</p>		<p>"Rules"</p> <p>The Rules of the Central Depository and any appendices thereto including any modification or amendment thereof that may be made from time to time;</p>
	<p>"Seal"</p> <p>The common seal of the Company;</p>		<p>"Seal"</p> <p>The common seal of the Company;</p>
	<p>"Secretary(ies)"</p> <p>The Secretary or Joint Secretaries of the Company appointed by the Directors under Article 93 of this Constitution;</p>		<p>"Secretary(ies)"</p> <p>The Secretary or Joint Secretaries of the Company appointed by the Directors under Article 93<u>93</u>4 of this Constitution;</p>
	<p>"Securities"</p> <p>The securities of the Company which have the meaning given in Section 2 of the Capital Markets and Services Act 2007;</p>		<p>"Securities"</p> <p>The securities of the Company which have the meaning given in Section 2 of the Capital Markets and Services Act 2007;</p>
	<p>"Securities Account"</p> <p>An account established by the Central Depository for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor;</p>		<p>"Securities Account"</p> <p>An account established by the Central Depository for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor;</p>
	<p>"Special Resolution"</p> <p>A resolution of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less than seventy-five per centum(75)% of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;</p>		<p>"Special Resolution"</p> <p>A resolution of which a notice of not less than twenty-one (21) days has been given and which has been passed by a majority of not less than seventy-five per centum (75)% of such members who are entitled to vote and do vote in person, or where proxies are allowed, by proxy;</p>
	<p>"Statutes"</p> <p>The Act, the Financial Services Act 2013, and any statutory modification, amendment, or re-enactment thereof and all other legislation for the time</p>		<p>"Statutes"</p> <p>The Act, the Financial Services Act 2013, and any statutory modification, amendment, or re-enactment thereof and all other legislation for the time being in force</p>

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No.	Existing	No.	New
	being in force concerning banking and affecting the Company;		concerning banking and affecting the Company;
	"General Meeting Record of Depositors" The record of depositors issued by the Central Depository as at a date not less than three (3) Market Days before the General Meeting;		"General Meeting Record of Depositors" The record of depositors issued by the Central Depository as at a date not less than three (3) Market Days before the General Meeting;
	"Vice-Chairman" The Vice-Chairman of the Board of Directors;		"Vice-Chairman" The Vice-Chairman of the Board of Directors;
			<u>"Virtual Meeting"</u> <u>A General Meeting held and conducted online from a broadcast venue, where only Essential Individuals are physically present at the broadcast venue. All Members and/or proxies in a Virtual Meeting shall participate by means of electronic facilities.</u>
	"written" or "in writing" Written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing of reproducing words;		
	"year" Means calendar year.		"year" <u>Means calendar year.</u>
	Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. Subject as aforesaid, any word or expression defined in the Statutes or the Interpretation Act 1967 shall bear the same meaning in this Constitution.		Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. Subject as aforesaid, any word or expression defined in the Statutes or the Interpretation Act 1967 shall bear the same meaning in this Constitution.
1.1(b)	Unless otherwise defined herein, words and expressions defined in the Act shall when used herein bear the same meanings.	1.1(b)	Unless otherwise defined <u>herein this Constitution</u> , words and expressions defined in the <u>Statutes or the Interpretation Act 1967</u> shall when used <u>herein this Constitution</u> bear the same meanings.
1.1(c)	A reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment	1.1(c)	A reference to a statute or a statutory provision <u>herein this Constitution</u> shall be deemed to include any modification,

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No.	Existing	No.	New
	or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto.		amendment, or re-enactment or consolidation thereof and any <u>subsidiary legislation,</u> regulations, rules, orders or other statutory instruments made pursuant thereto.
1.1(d)	Expressions referring to "writing" shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.	1.1(d)	Expressions referring to "writing" shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing <u>representation or reproduction of</u> words, letters, figures or marks in a visible form or in any other form or manner , whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in <u>asuch other</u> form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.
1.1(e)	Expressions referring to "electronic communications" shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the applicable laws.	1.1(e)	Expressions referring to "electronic communications" shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the electronic mail address or any other address or number of the addressee, as permitted by the applicable laws.
1.2	<u>Interpretation</u>	1.2	<u>Interpretation</u>
1.2(a)	Unless these be something in the subject or context inconsistent therewith:- (i) words denoting the singular number only shall include the plural and vice versa; (ii) words denoting the masculine gender only shall include the feminine and neuter gender and vice versa; (iii) words denoting persons shall include firms, partnership, companies and corporations; (iv) the abbreviation "RM" or "Ringgit Malaysia" means the lawful currency of Malaysia.	1.2(a)	Unless thesethere be something in the subject or context inconsistent therewith:- (i) words denoting the singular number only shall include the plural and vice versa; (ii) words denoting the masculine gender only shall include the feminine and neuter genders and vice versa; (iii) words denoting persons shall include firms, partnership, companies and corporations; (iv) the abbreviation "RM" or "Ringgit Malaysia" means the lawful currency of Malaysia.
1.2(b)	Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.	1.2(b)	Where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning.
1.2(c)	Any reference in this Constitution to a numbered Article shall be construed as	1.2(c)	Any reference in this Constitution to a numbered Article shall be construed as a

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No.	Existing	No.	New
	a reference to the Article bearing that number in this Constitution.		reference to the Article bearing that number in this Constitution.
INTRODUCTION			
2	<u>Company Name</u>	2	<u>Company Name</u>
	The name of the Company is "MALAYAN BANKING BERHAD".		The name of the Company is "MALAYAN BANKING BERHAD".
3	<u>Office</u>	3	<u>Office</u>
	The Office of the Company will be situated in Malaysia.		The Office of the Company will be situated in Malaysia.
4	<u>Power of the Company</u>	4	<u>Power of the Company</u>
	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.		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.
5	<u>Members' liability</u>	5	<u>Members' liability</u>
	The liability of the Members is limited.		The liability of the Members is limited.
SHARE CAPITAL			
6	<u>Share Capital</u>	6	<u>Share Capital</u>
	The shares in the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividends, capital, voting, or otherwise.		The shares in the Company may be divided into several classes and there may be attached thereto respectively <u>have any</u> preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividends, capital, voting, or otherwise.
7	<u>Alteration of share capital</u>	7	<u>Alteration of share capital</u>
	Subject always to the respective rights, terms, and conditions as stated herein, the Company shall have the power to increase or reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares, and also from time to time to alter, modify, commute, abrogate, or deal with any such rights, privileges, terms or designations in accordance with the Constitution for the time being of the Company.		Subject always to the <u>respective rights, terms, and conditions as stated herein in this Constitution</u> , the Company shall have the power to increase or reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares , and also from time to time to alter, modify, commute, abrogate, or deal with any such rights, privileges, terms or designations in accordance with the <u>this</u> Constitution for the time being of the Company .

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No.	Existing	No.	New
8(1)	<u>Variation of class rights</u>	8(1)	<u>Variation of class rights</u>
8(1)(a)	If at any time the share capital is divided into different classes of shares, the repayment of preference capital other than redeemable preference capital or any alteration of the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, only be made with the sanction of a Special Resolution passed by the Members holding such class of shares at a separate General Meeting.	8(1)(a)	If at any time the share capital is divided into different classes of shares, the repayment of preference capital (other than redeemable preference capital) or any alteration of the rights attached to any class of shares (unless otherwise provided by the terms of issue of the those shares of that class) may, whether or not the Company is being wound up, only be made with the sanction of a Special Resolution passed by the Members holding such class of shares at a separate General Meeting.
8(1)(b)	The provisions of this Constitution relating to General Meetings shall apply mutatis mutandis, provided always that the necessary quorum shall be at least 2 persons holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary apply.	8(1)(b)	The provisions of this Constitution relating to General Meetings shall apply mutatis mutandis , provided always that the necessary quorum for such the <u>General Meeting</u> shall be at least <u>two (2)</u> persons holding or representing by proxy one-third (<u>1/3</u>) of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution, the provisions of Section 292 of the Act shall <u>apply</u> , with such adaptations as are necessary <u>apply</u> .
8(1)(c)	Provided always that where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing representing no less than 75% of the total voting rights of the Members in that class that is obtained within 2 months of the General Meeting shall be as valid and effectual as a Special Resolution carried at the General Meeting.	8(1)(c)	Provided always that where <u>Where</u> the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing representing no less than <u>seventy-five (75%) per cent</u> of the total voting rights of the Members in that class that is obtained within <u>two (2)</u> months of the General Meeting shall be as valid and effectual as a Special Resolution carried at the General Meeting.
8(2)	<u>Ranking of class rights</u>	8(2)	<u>Ranking of class rights</u>
	The rights conferred upon the Members of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects <i>pari passu</i> therewith.		The rights conferred upon the Members of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <u>equally</u> as regards participation in the profits or assets of the Company in some or in all respects <u>pari passu therewith</u> .
9	<u>Powers of paying commissions and brokerage</u>	9	<u>Powers of paying commissions and brokerage</u>
	Subject to the provisions of Section 80		Subject to the provisions of Section 80 of

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No.	Existing	No.	New
	of the Act, the Company may pay commissions and brokerage as is provided for therein.		the Act, the Company may pay commissions and brokerage as is provided for therein <u>the Act</u> .
10	<u>Shares issued for purpose of raising money for construction of works or buildings</u>	10	<u>Shares issued for purpose of raising money for construction of works or buildings</u>
	Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, may charge the same to capital as part of the cost of the construction of the works, buildings, or plant.		Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened <u>long</u> period, the Company may pay interest or returns on so much the amount <u>or returns</u> on such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 130 of the Act, may charge the same to capital as part of the cost of the construction of the works, buildings, or plant.
11	<u>New issue of Securities</u>	11	<u>New issue of Securities</u>
	Subject to the Act, the Central Depositories Act, the Rules, and the Listing Requirements, the Company shall ensure that any new issue of Securities for which listing is sought is made by way of crediting the Securities Account of the allottee with such Securities. The Company shall notify the Central Depository of the name of the allottee or entitled person and all such particulars required by the Central Depository to make the appropriate entries in the Securities Account of such allottee or entitled person, and deliver to the Central Depository the appropriate scrip or jumbo certificate registered in the name of the Central Depository or its nominee.		Subject to the Act, the Central Depositories Act, the Rules, and the Listing Requirements, the Company shall ensure that any new issue of Securities for which listing is sought is made by way of crediting the Securities Account of the allottee with such Securities. The Company shall notify the Central Depository of the name of the allottee or entitled person and all such <u>such</u> particulars required by the Central Depository to make the appropriate entries in the Securities Account of such allottee or entitled person, and deliver to the Central Depository the appropriate scrip or jumbo certificate registered in the name of the Central Depository or its nominee.
12	<u>Allotment of shares</u>	12	<u>Allotment of shares</u>
12(1)	Subject to Section 75 of the Act, the shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Statutes if and insofar as such provisions may be applicable	12(1)	Subject to Section 75 of the Act, the shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Statutes if and insofar as such provisions may apply <u>be applicable thereto</u> .

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No.	Existing	No.	New
	thereto.		
12(2)	The Company shall not issue any shares for which the issue thereof will have the effect of giving or transferring a controlling interest to any person, company, or syndicate without the prior approval of Members in General Meeting and with the prior approval of BNM.	12(2)	The Company shall not issue any shares for which the issue thereof without the prior approval of Members in General Meeting and BNM, if it will have the effect of giving or transferring a controlling interest to any person, company, or syndicate without the prior approval of Members in General Meeting and with the prior approval of BNM.
12(3)	Every issue of shares or options to employees and/or Directors shall be approved by Members in a General Meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. No Director shall participate in an issue of shares pursuant to the Company's share option scheme(s) unless the Members in General Meeting have approved the specific allotment to be made to the said Director.	12(3)	Every issue of shares or options to employees and/or Directors shall be approved by Members in a General Meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. No Director shall participate in an issue of shares pursuant to the Company's share option scheme(s) unless the Members in General Meeting have approved the specific allotment to be made to the said Director.
12(4)	Preference shareholders shall have the same rights as ordinary shareholders as regard receiving notices, reports and audited accounts and attending General Meetings of the Company. The rights of the Members attached to the preference shares or shares convertible into preference shares are set out below and include the Members' rights on: (a) repayment of capital; (b) participation in surplus assets and profits; (c) cumulative or non-cumulative dividends; (d) voting; and (e) priority of payment of capital and dividend when compared to other shares or other classes of preference shares.	12(4)	Preference shareholders shall have the same rights as ordinary shareholders as regard receiving notices, reports and audited accounts <u>financial statements</u> and attending General Meetings of the Company . The rights of the Members attached to the preference shares or shares convertible into preference shares are set out below and include the Members' rights on: (a) repayment of capital; (b) participation in surplus assets and profits; (c) cumulative or non-cumulative dividends; (d) voting; and (e) priority of payment of capital and dividend when compared in relation to other shares or other classes of preference shares.
13	<u>Purchase of own shares</u>	13	<u>Purchase of own shares</u>
	The Company may, subject to obtaining the prior approval of BNM (including any renewals of previously obtained approval) and any other relevant authority (where required) and in accordance with the provisions of the Statutes, this Constitution, the Listing Requirements, and any relevant rules, regulations, and guidelines for the time being in force, to purchase its own shares. Any shares so purchased by the		The Company may, subject to obtaining the prior approval of BNM (including any renewals of previously obtained approval) and any other relevant authority (where required) <u>Subject to</u> and in accordance with the provisions of the Statutes, this Constitution, the Listing Requirements, and any relevant rules, regulations, and guidelines for the time being in force, <u>the Company may by ordinary resolution passed at a General Meeting authorise its</u>

Appendix A - Proposed Amendments to the Provisions of the Existing Constitution of the Company

No.	Existing	No.	New
	Company shall be dealt with in accordance with the provisions of the Statutes and the requirements of the relevant authorities.		<u>Directors</u> to purchase its own shares. Any shares so purchased by the Company shall be dealt with in accordance with the provisions of the Statutes and the requirements of the relevant authorities.
14	<u>Trust not to be recognised</u>	14	<u>Trust not to be recognised</u>
	Except as required by law, the Statutes, the Central Depositories Act, and the Rules, no person shall be recognised by the Company as holding any shares on any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any shares, or (except as provided by this Constitution) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.		Except as required by law, <u>Subject to</u> the Statutes, the Central Depositories Act, and the Rules, no person shall be recognised by the Company as holding any shares on any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future, or partial interest in any shares, or (except as provided by this Constitution) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof <u>a share</u> in the registered holder.
15	<u>Deposited Securities</u>	15	<u>Deposited Securities</u>
15(1)	With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules, and Listing Requirements:- where any new Securities which are designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options, or otherwise), 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 (whether under the Rules, by virtue of the Central Depositories Act, or otherwise) 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 registered in the name of the Central Depository or its nominee in respect of such Securities to the Central Depository;	15(1)	With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules, and <u>the</u> Listing Requirements:- where any new Securities which are designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options, or otherwise), the Company shall notify the Central Depository of the name of the allottees or entitled persons and all <u>such other</u> information as may be required by the Central Depository (whether under the Rules, by virtue of the Central Depositories Act, or otherwise) 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 registered in the name of the Central Depository or its nominee in respect of such Securities to the Central Depository; <u>and</u>
15(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	15(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 persons, <u>and make applications for quotations of</u>

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No.	Existing	No.	New
	time period prescribed, and in accordance with the provisions of the Rules, the Central Depositories Act, and the Listing Requirements; and		such Securities 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.
15(3)	no share certificate or scrip will be issued to any such allottees or entitled persons.	15(3)	no share certificate or scrip will be issued to any such allottees or entitled persons.
16	<u>Certificate and debentures to be under Seal</u>	16	<u>Certificate and debentures to be under Seal</u>
	Every certificate for shares, debentures, or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal or official seal in accordance with Article 97 of this Constitution.		Every certificate for shares, debentures, or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the Seal or official seal in accordance with Article 97 ⁹⁷⁹⁸ of this Constitution.
17	<u>Condition precedent to entitlement of dividend, vote and privileges</u>	17	<u>Condition precedent to entitlement of dividend, vote and privileges</u>
	No Member shall be entitled to receive any dividend, be present or vote at any General Meeting or upon a poll, or to exercise any privilege as a Member until he has paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).		No Member shall be entitled to receive any dividend, be present or vote at any General Meeting or upon a poll, or to exercise any privilege as a Member until he has paid all calls for the time being due and payable on every share held by him together with interest and expenses (if any).
LIEN ON SHARES			
18	<u>Company to have a paramount lien</u>	18	<u>Company to have a paramount lien</u>
	The Company shall have a first and paramount lien upon all not fully paid shares, for unpaid calls and instalments upon the specific shares in respect of which such monies 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 such Securities registered in the name of any Member or deceased Member; and such lien shall have priority over all debts, obligations, engagements, and liabilities of any such Member to or with any other person notwithstanding that any such debt, obligation, engagement, or liability was incurred or undertaken prior to the date when any debt, obligation, engagement, or liability to the Company in respect of which the Company may claim to exercise the lien conferred by this Article was incurred. The Company's lien, if any, on any security shall extend to all dividends payable in respect of		(1) The Company shall have a first and paramount lien upon all on every share (not being a fully paid up shares) and such lien shall be restricted for unpaid calls and instalments upon the specific shares in respect of which such monies 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 such Securities ^{shares} registered in the name of any Member or deceased Member; and such. (2) <u>Such</u> lien shall have priority over all debts, obligations, engagements, and liabilities of any such Member to or with any other person notwithstanding that any such debt, obligation, engagement, or liability was incurred or undertaken prior to the date when any debt, obligation, engagement, or liability to the

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No.	Existing	No.	New
	such shares.		<p>Company in respect of which the Company may claim to exercise the lien conferred by this Article was incurred.</p> <p>(3) The Company's lien, if any, on any securityshare shall extend to all dividends payable in respect of such shares.</p>
19(1)	<u>Notice to pay amount due</u>	19(1)	<u>Notice to pay amount due</u>
	<p>The Directors may serve upon any Member or any person entitled to such shares by reason of the death or bankruptcy of a Member who is indebted or under obligation, engagement, or liability to the Company, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, engagement, or liability; and stating that if payment is not made or the said obligation, engagement, or liability is not satisfied within a given time (not being less than fourteen days) as specified in such notice, any shares held by such Member which are subject to a lien in favour of the Company will be liable to be sold, and if such Member shall not comply with such notice within the time aforesaid the Directors, without further notice, may for the purposes of enforcing the lien of the Company sell such shares in any such manner as they think fit.</p>		<p>The Directors may serve upon any Member or any person entitled to such shares by reason of the death or bankruptcy of a Member who is indebted or under obligation, engagement, or liability to the Company, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, engagement, or liability; and stating. <u>The notice shall also state</u> that if payment is not made or the said obligation, engagement, or liability is not satisfied within a given time (not being less than fourteen (14) days) as specified in such notice, any shares held by such Member which are subject to a lien in favour of the Company will be liable to be sold, and if. <u>If</u> such Member shall does not comply with such notice within the time aforesaid, the Directors, without further notice, may for the purposes of enforcing the lien of the Company sell such shares in any such manner as they think fit.</p>
19(2)	<u>Application of sale proceeds</u>	19(2)	<u>Application of sale proceeds</u>
	<p>Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon, the proceeds shall be applied firstly in the payment of all costs of such sale, secondly in satisfaction of the debt obligation engagement or liability of the Member to the Company, and finally the residue (if any) shall be paid to the Member or his executors, administrators, or his permitted assignees; or as he shall otherwise direct.</p>		<p>Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon, the proceeds shall be applied <u>as follows:-</u></p> <p>(a) firstly, in the payment of all costs of such sale;</p> <p>(b) secondly, in satisfaction of the debt, obligation, engagement or liability of the Member to the Company; and</p> <p>(c) finally, the residue (if any) shall be paid to the Member or his executors, administrators, or his permitted assignees; or as he shall otherwise direct.</p>

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No.	Existing	No.	New
20	<u>Transfer of forfeited share</u>	20	<u>Transfer of forfeited share</u>
	For giving effect to any sale of shares under Article 19 of this Constitution, the Directors may authorise some person to transfer the shares sold to the purchaser thereof, or in accordance with the directions of such purchaser. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the Directors shall not be bound to see the application of the purchase money. The title of the purchase thereof shall not be affected by any irregularity or invalidity in the proceedings with reference to the sale.		For giving effect to any sale of shares under Article 19 of this Constitution, the Directors may authorise some person to transfer the shares sold to the purchaser thereof, or in accordance with the directions of such purchaser of the said shares. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and the Directors shall not be bound to see to the application of the purchase money. The title of the purchase thereof the shares shall not be affected by any irregularity or invalidity in the proceedings with reference to the sale.
21	<u>Certificate of forfeited share or shares sold to be delivered to the Company</u>	21	<u>Certificate of forfeited share or shares sold to be delivered to the Company</u>
	In the event of a sale of shares to satisfy the Company's lien thereon, the Member who held the said shares prior to such forfeiture or sale shall be bound to deliver and shall forthwith deliver the certificate or certificates held by him for the shares so forfeited or sold.		In the event of a sale of shares to satisfy the Company's lien thereon the shares , the Member who held the said shares prior to such forfeiture or sale shall be bound to deliver and shall forthwith deliver the certificate or certificates held by him for the shares so forfeited or sold.
22	<u>Liability to pay monies on shares which have been sold</u>	22	<u>Liability to pay monies on shares which have been sold</u>
	A person whose shares have been sold shall cease to be a Member in respect of the shares sold but shall, notwithstanding the sale, remain liable to pay the Company all monies which at the date of sale were payable by him to the Company in respect of the shares; his liability shall only cease if and when the Company has received payment in full of such monies in respect of the shares		A person whose shares have been sold shall cease to be a Member in respect of the shares sold but shall, notwithstanding despite the sale, remain liable to pay the Company all monies which at the date of sale were payable by him to the Company in respect of the shares; his liability shall only cease if and when the Company has received payment in full of such monies in respect of the shares.
23	<u>Notice to be given</u>	23	<u>Notice to be given</u>
	Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Record of Depositors opposite to the share. The provisions of this Article are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid		Notice of any sale shall be given to the holder of the share or to the person entitled by transmission to the share sold as the case may be. An entry of the sale, with the date thereof, shall be made in the Record of Depositors opposite to the share. The provisions of this Article are directory only, and no sale shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

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No.	Existing	No.	New
24	<u>Evidence of sale</u>	24	<u>Evidence of sale</u>
	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly sold on a date stated in the declaration shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the share		A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly sold on a date stated in the declaration shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the share.
CALLS ON SHARES			
25	<u>Calls, and when payable</u>	25	<u>Calls, and when payable</u>
	The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the date or time and place of payment) pay to the Company at the date, time, and place so specified the amount called on his shares provided that no call shall exceed one-fourth (1/4) of the issued price of the share or be payable less than thirty (30) days from the date fixed for the payment of the last preceding call (if any). A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed		(1) The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares or on any class of their shares and not by the conditions of allotment thereof <u>of the shares</u> made payable at fixed times, and each <u>Each</u> Member shall (subject to receiving at least fourteen (14) days' notice specifying the date or time and place of payment) pay to the Company at the date, time, and place so specified the amount called on his shares provided that no call shall exceed one-fourth (1/4) of the issued price of the share or be payable less than thirty (30) days from the date fixed for the payment of the last preceding call (if any). A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. (2) A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. <u>Any call may be revoked or postponed as the Directors may determine.</u>
26	<u>Interest on calls</u>	26	<u>Interest on calls</u>
	If before or on the day appointed for payment thereof a sum called in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of eight (8) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to waive payment of such interest or any part thereof.		If before or on the day appointed for payment thereof <u>If</u> a sum called in respect of a share is not paid, <u>on or before the day appointed for payment of such sum ("due date")</u> , the person from whom the amount of the call is due shall pay interest on such amount at the rate of eight (8) <u>(8%)</u> per annum from the day appointed for payment thereof <u>due date</u> to the time of actual payment, but the Directors shall have power to waive payment of such interest or any part thereof <u>of such interest</u> .

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No.	Existing	No.	New
27	<u>Non-payment of calls</u>	27	<u>Non-payment of calls</u>
	Any sum which, by the terms of allotment of a share, is made payable upon issue or at any fixed date; and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise; and all other relevant provisions of the Statutes or of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified.		Any sum which, by the terms of allotment of a share, is made payable upon issue or at any fixed date; and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in. <u>In case of non-payment—the, all relevant</u> provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise; and all other relevant provisions of the Statutes or of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified.
28	<u>Arrangements and time for payment of calls</u>	28	<u>Arrangements and time for payment of calls</u>
	The Directors may from time to time make arrangements on the issue of shares for varying the amounts and times of payments of calls as between the holders of such shares.		The Directors may from time to time make arrangements on the issue of shares for varying to vary the amounts and times of payments of calls as between the holders of such shares.
29	<u>Advance on calls</u>	29	<u>Advance on calls</u>
	The Directors may, if they think fit, receive from any Member willing to advance payment all or any part of the monies uncalled and unpaid upon any shares held by the Member, and upon all or any of the monies so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and the said Member at a rate not exceeding eight (8) per centum (or such other rate as may be directed in the General Meeting) in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. Except in a liquidation; sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.		The Directors may, if they think fit, receive from any Member willing to advance payment, all or any part of the monies uncalled and unpaid upon any shares held by the Member, and upon all or any of the monies so advanced the. <u>The</u> Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest <u>or return on all or any part of the monies so advanced</u> as may be agreed upon between them and the said Member at a rate not exceeding eight (8) <u>(8%) per annum</u> (or such other rate as may be directed in the General Meeting) in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. Except in a liquidation; sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

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No.	Existing	No.	New
TRANSFER OF SHARES			
30	<u>Transfer of Deposited Securities</u>	30	<u>Transfer of Deposited Securities</u>
	The transfer of any Deposited Security or class of Deposited Securities shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and notwithstanding Sections 105, 106, or 110 of the Act; but subject to Subsection 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.		The transfer of any Deposited Security or class of Deposited Securities shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and notwithstanding Sections 105, 106, or 110 of the Act; but subject to Subsection 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Security.
31	<u>No Restriction of Transfers</u>	31	<u>No Restriction of Transfers</u>
	There shall be no restriction on the transfer of fully paid Securities except where required by law.		There shall be no restriction on the transfer of fully paid Securities except where required by law.
32	<u>Person to whom shares not transferable</u>	32	<u>Person to whom shares not transferable</u>
	No share shall in any circumstances be transferred to any person who has not attained the age of majority, is a bankrupt or a person of unsound mind. An instrument of transfer must be in respect of only one class of shares.		No share shall in any circumstances be transferred to any person who has not attained the age of majority, is a bankrupt or a person of unsound mind. An instrument of transfer must be in respect of only one class of shares.
33	<u>Closing of registers</u>	33	<u>Closing of registers</u>
	Subject to the requirements of the Act, the Central Depositories Act, the Rules, and the Listing Requirements; the Record of Depositors shall be closed at such other times (if any) for such reasons and for such period as the Directors may from time to time determine, provided always that the registers shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such registers give at least fourteen (14) days' notice of such closure to the registrar, and announce to Bursa Securities of its intention to fix a closing date, its reasons, and stating the closing date itself (which must be at least ten (10) Market Days after the date of such announcement). The Company shall give written notice of such closure to the Central Depository in accordance with the Central Depositories Act, the Rules, and the Listing Requirements; to enable the Central Depository to prepare the appropriate Record of Depositors.		Subject to the requirements of the Act, the Central Depositories Act, the Rules, and the Listing Requirements; the Record of Depositors shall be closed at such other times (if any) for such reasons and for such period as the Directors may from time to time determine, provided always that the registers shall not be closed for more than thirty (30) days in any year. The Company shall before it closes such registers give at least fourteen (14) days' notice of such closure to the registrar, and announce to Bursa Securities of its intention to fix a closing date, its reasons, and stating the closing date itself (which must be at least ten (10) Market Days after the date of such announcement); <u>complies with the requirements of the Act, the Central Depositories Act, the Rules, and the Listing Requirements.</u> The Company shall give written notice of such closure to the Central Depository in accordance with the Central Depositories Act, the Rules, and the Listing Requirements; to enable the Central Depository to prepare the appropriate

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No.	Existing	No.	New
			Record of Depositors.
TRANSMISSION OF SHARES			
34	<u>Transmission</u>	34	<u>Transmission</u>
	In the case of the death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any shares held by him.		In the case of the death of a Member, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained <u>in this Constitution</u> shall release the estate of a deceased holder <u>Member</u> from any liability in respect of any shares held by him.
35	<u>Transmission of Securities from Foreign Register</u>	35	<u>Transmission of Securities from Foreign Register</u>
	Where the Securities of the Company are listed on another stock exchange and the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Central Depositories (Amendment) Act, as the case may be, under the Rules in respect of such Securities; the Company shall, upon receiving the request of a Securities holder, permit a transmission of Securities held by the said Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.		Where: (a) <u>the Securities of the Company are listed on another stock exchange;</u> (b) <u>and the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Central Depositories (Amendment) Act, as the case may be, under the Rules in respect of such Securities;</u> the Company shall, upon receiving the request of a Securities holder, permit a transmission of Securities held by the said Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.
36	<u>Death or bankruptcy of Member</u>	36	<u>Death or bankruptcy of Member</u>
	Any person becoming entitled to a registered share as a consequence of the death or bankruptcy of any Member may, upon producing such evidence or title as the Directors shall require and subject as hereinafter provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof. Provided that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried		Any person becoming entitled to a registered share as a consequence of the death or bankruptcy of any Member may, upon producing such evidence or title as the Directors shall require and subject as hereinafter provided <u>to Article 37 below</u> , either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof. Provided that where <u>of the share</u> is a Deposited Security, subject, <u>Subject</u> to the Rules, a transfer or withdrawal of the share may be carried out

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No.	Existing	No.	New
	out by the person becoming so entitled.		by the person becoming so entitled.
37	<u>Election of person entitled to be registered himself</u>	37	<u>Election of person entitled to be registered himself</u>
	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects provided that where the share is a Deposited Security and the person becoming entitled elects to have such shares transferred to him, the aforesaid notice must be served by him on the Central Depository. For all purposes of this Constitution relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusal to give effect thereto by registration as if the event upon which transmission took place had not occurred and the notice was a transfer executed by the person from whom the title by transmission is derived.		If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects provided that where himself. Where the share is a Deposited Security and the person becoming entitled elects to have such shares transferred to him, the aforesaid same notice must be served by him on the Central Depository. For all purposes of this Constitution relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusal to give effect thereto by registration as if the event upon which transmission took place had not occurred and the notice was a transfer executed by the person from whom the title by transmission is derived.
38	<u>Registration of nominee</u>	38	<u>Registration of nominee</u>
	Subject to the Rules, if the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer was a transfer executed by the person from whom the title by transmission is derived.		Subject to the Rules, if the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer was a transfer executed by the person from whom the title by transmission is derived.
39	<u>Person entitled to receive and give discharge for dividends</u>	39	<u>Person entitled to receive and give discharge for dividends</u>
	A person entitled to registered share by transmission shall be entitled to receive and may give a discharge for any dividends, bonuses, or other monies payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member, unless and until he shall have become a Member in respect of the share.		A person entitled to <u>a</u> registered share by transmission shall be entitled to receive and may give a discharge for any dividends, bonuses, or other monies payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to any of the rights or privileges of a Member, unless and until he shall have become <u>s</u> a Member in respect of the share.

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No.	Existing	No.	New
40	<u>Fees on registration of instruments</u>	40	<u>Fees on registration of instruments</u>
	With respect to Deposited Securities, the fees chargeable for the registration of any probate, letter of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to such Securities shall be in accordance with the Central Depositories Act, the Rules, and Listing Requirements.		With respect to Deposited Securities, the fees chargeable for the registration of any probate, letter of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to such Securities shall be in accordance with the Central Depositories Act, the Rules, and <u>the</u> Listing Requirements.
FORFEITURE OF SHARES			
41(1)	<u>Notice to pay calls</u>	41(1)	<u>Notice to pay calls</u>
	If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued by reason of such non-payment.		If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof <u>the call</u> , the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the <u>such unpaid</u> call or instalment as is unpaid together with any interest and expenses which may have accrued by reason of such non-payment.
41(2)	<u>Length of notice</u>	41(2)	<u>Length of notice</u>
	The notice shall: (a) require that Member to pay the call or instalment and any interest payable and expenses incurred by the Company arising from the non-payment; (b) give a date by which payment is to be made; and (c) state that if payment is not made by that date, the shares which relate to that call or instalment are liable to be forfeited.		The notice shall: (a) require that <u>the</u> Member to pay the call or instalment and any interest payable and expenses incurred by the Company arising from the non-payment; (b) give a date by which payment is to be made; and (c) state that if payment is not made by that date, the shares which relate to that call or instalment are liable to be forfeited.
42	<u>Failure to comply with notice</u>	42	<u>Failure to comply with notice</u>
	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect, <u>unless the payment as required by the notice has been made before such resolution.</u>

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No.	Existing	No.	New
43	<u>Forfeiture to include dividend</u>	43	<u>Forfeiture to include dividend</u>
	A forfeiture of share shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they have been declared.		A forfeiture of shares shall include all dividends <u>declared</u> in respect of the <u>forfeited</u> shares <u>and</u> not actually paid before the forfeiture notwithstanding that they have been declared.
44(1)	<u>Sale of forfeited share</u>	44(1)	<u>Sale of forfeited share</u>
44(1)(a)	A forfeited share may be sold or otherwise disposed of on sale with such terms and in such a manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.	44(1)(a)	A forfeited share may be sold or otherwise disposed of on sale with such terms and in such a manner as the Directors think fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.
44(1)(b)	The provisions of Articles 20 to 24 of this Constitution inclusive shall apply mutatis mutandis to any sale made pursuant to the provisions of this Article.	44(1)(b)	The provisions of Articles 20 to 24 of this Constitution inclusive shall apply mutatis mutandis <u>correspondingly</u> to any sale made pursuant to the provisions of this Article.
44(2)	<u>Payment of residue for the sale of forfeited share</u>	44(2)	<u>Payment of residue for the sale of forfeited share</u>
	If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees; or as he otherwise directs.		If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees; or as he otherwise directs.
44(3)	<u>Liability of Member in respect of forfeited shares</u>	44(3)	<u>Liability of Member in respect of forfeited shares</u>
	A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.		A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, <u>in any event</u> remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his <u>His</u> liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.
44(4)	<u>Evidence of forfeiture</u>	44(4)	<u>Evidence of forfeiture</u>
	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that shares in the Company have been duly		A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that shares in the Company have been duly forfeited on a date

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No.	Existing	No.	New
	forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated against all persons claiming to be entitled to the share.		stated in the declaration shall be conclusive evidence of the facts therein stated <u>in the declaration</u> against all persons claiming to be entitled to the share.
44(5)	<u>Proceeds of sale</u>	44(5)	<u>Proceeds of sale</u>
	The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise any person to execute a transfer of the shares in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the shares and shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the shares. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees or as he otherwise directs.		The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof <u>the forfeited share</u> and authorise any person to execute a transfer of the shares in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the shares and shall not be bound to see to the application of the purchase money if any, nor shall have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the shares. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators, or permitted assignees or as he otherwise directs.
CONVERSION OF SHARES INTO STOCK			
45	<u>Conversion of shares into stock and reconversion</u>	45	<u>Conversion of shares into stock and reconversion</u>
	The Company may by ordinary resolution passed at a General Meeting of Members convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination.		The Company may by ordinary resolution passed at a General Meeting of Members convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination <u>number</u> .
46	<u>Members of stock may transfer their interests</u>	46	<u>Members of stock may transfer their interests</u>
	When any shares have been converted into stock, the several holders of such stock may transfer their respective interests or any part of such interests therein in such manner as the Company in General Meeting shall direct, and in absence of any such direction then in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. The Directors may, without prejudice and if they think		When any shares have been converted into stock, the several holders of such stock <u>The stockholders</u> may transfer their respective interests or any part of such interests therein <u>the stock</u> in such manner as the Company in General Meeting shall direct, and in <u>In the</u> absence of any such direction then, the stock shall be transferred in the same manner and subject to the same regulations as and subject to which the transfer of the shares from which the stock arose might previously to, before the conversion, have been transferred, or be transferred as near thereto as circumstances will admit <u>allow</u> .

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No.	Existing	No.	New
	fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.		The Directors may, without prejudice and if they think fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
47	<u>Participation in dividends and profits</u>	47	<u>Participation in dividends and profits</u>
	The holders of stock shall, according to the amount of stock held by them, have the same privileges and advantages for the purposes of dividends, voting at the General Meetings of the Company, and for other purposes as if they held the shares from which the stock arose; but so that none of such privileges or advantages, except for participation in dividends, profits, and assets of the Company on winding up shall be conferred by any such part of stock which would not, if they were existing shares, have conferred such privileges or advantages.		The holders of stock stockholders shall, according to the amount of stock held by them, have the same privileges and advantages for the purposes of with regard to dividends, voting at the General Meetings of the Company , and for other purposes as if they held the shares from which the stock arose; but so that none of. However, no such privileges or advantages, (except for participation in dividends, profits, and assets of the Company on winding up) shall be conferred by any such part of stock which would not, if they were existing shares, have conferred such privileges or advantages.
48	<u>Provisions applicable to paid-up share to apply to stock</u>	48	<u>Provisions applicable to paid-up share to apply to stock</u>
	All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "Member" shall be read to include "stock" and "stockholder".		All such provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "Member" shall be read to include "stock" and "stockholder".
INCREASE OF CAPITAL			
49	<u>Power to increase capital</u>	49	<u>Power to increase capital</u>
	The Company may from time to time in General Meeting, whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares with such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the ordinary resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct; and if no direction is given as the Directors shall determine, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company, and with a special or restricted or without any right of voting.		The Company may from time to time in General Meeting, whether all the shares for the time being issued have been fully called up or not, increase its capital by the creation and issue of new shares with such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the ordinary resolution authorising such increase directs. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct; and if. If no direction is given as the Directors shall determine, and in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company, and with a special or restricted or without any right of voting.

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No.	Existing	No.	New
50	<u>When to be offered to existing Members</u>	50	<u>When to be offered to existing Members</u>
	<p>The Company in General Meeting may, before the issue of any new shares or other convertible Securities which rank equally to the existing shares as to the voting or distribution rights, determine that the same or any of them subject to any directions to the contrary that may be given by the Company in General Meeting, any original shares or Securities for the time being unissued and not allotted and any new shares or Securities from time to time to be created shall be offered in the first instance to such Members as are, under the regulations of this Constitution then entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit to the number of existing shares or Securities held by them, which would, if the offer were accepted, maintain the relative voting and distribution rights of those Members. Such 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 such time, or on the receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares or Securities offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and further, if owing to the proportion which the number of the new shares or Securities bears to the number of shares or the Securities held by the Members entitled to such offer as aforesaid, or from any other cause any difficulty shall arise in apportioning the new shares or Securities or any of them in manner aforesaid, the Directors may in like manner dispose of the shares or Securities in respect of which such difficulty arises.</p>		<p>(1) The Company in General Meeting may, before the issue of any new shares or other convertible Securities which rank equally to the existing shares as to the voting or distribution rights, determine that the same or any of them subject to any directions to the contrary that may be given by the Company in General Meeting, of:-</p> <p>(a) any original shares or convertible Securities for the time being unissued and not allotted and which rank equally in all respects and; or</p> <p>(b) any new shares or other convertible Securities from time to time to be created;</p> <p><u>determine that the same or any of them shall first be offered in the first instance to such Members as are, under the regulations of this Constitution then entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit allow to the number of existing shares or Securities held by them, to which would, if the offer were accepted, maintain the relative voting and distribution rights of those such Members are entitled.</u></p> <p>(2) Such 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 such time, or on the receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares or Securities offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and further.</p> <p>(3) <u>Further,</u> if owing to the proportion which the number of the new shares or Securities bears to the number of shares or the Securities held by the Members entitled to such offer as</p>

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No.	Existing	No.	New
			aforesaid, or from <u>by reason of</u> any other cause any difficulty shall arise in apportioning the new shares or Securities or any of them in manner aforesaid <u>same</u> , the Directors may in like manner dispose of the shares or Securities in respect of which such difficulty arises.
51	<u>Creation of new shares to be considered as part of original capital</u>	51	<u>Creation of new shares to be considered as part of original capital</u>
	Subject to any directions that may be given in accordance with the powers contained in the Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.		Subject to any directions that may be given in accordance with the powers contained in the <u>this</u> Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.
ALTERATIONS OF CAPITAL			
52	<u>Alterations of capital</u>	52	<u>Alterations of capital</u>
52(1)	<p>The Company may by Special Resolution:-</p> <p>(a) consolidate and divide all or any of its share capital; or</p> <p>(b) reduce its share capital in accordance with Section 115 of the Act; or</p> <p>(c) by subdivision of its existing shares, or any of them, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</p> <p>Provided always that nothing in this Article shall affect the power of the Company to cancel any shares and/or reduce its share capital pursuant to any exercise of its power under Article 7 of this Constitution.</p>	52(1)	<p>The Company may :-</p> <p><u>(a) by Special Resolution: ordinary resolution:</u></p> <p><u>(a)</u> consolidate and divide all or any of its share capital; or</p> <p>(b) reduce its share capital in accordance with Section 115 of the Act; or</p> <p>(c) by subdivision of its existing shares, or any of them, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</p> <p><u>(e) by subdivision of (ii) subdivide its existing shares, or any of them, whatever is, and so that in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</u></p> <p><u>(b) by Special Resolution reduce its share capital in accordance with Section 115 of the Act.</u></p> <p>Provided always that nothing in this Article shall affect the power of the Company to cancel any shares and/or reduce its share</p>

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No.	Existing	No.	New
			capital pursuant to any exercise of its power under Article 7 of this Constitution.
52(2)	Anything done in pursuance of this Article shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.	52(2)	Anything done in pursuance of this Article shall be done in <u>the</u> manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be <u>applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.</u>
52(3)	Subject to any direction by the Company in General Meeting, if any consolidation and/ or subdivision of shares results in Members being entitled to any issued shares of the Company in fractions, the Board of Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price the Board of Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sales.	52(3)	Subject to any direction by the Company in General Meeting, if any consolidation and/ or subdivision of shares results in Members being entitled to any issued shares of the Company in fractions, the Board of Directors may deal with such fractions as they may determine including (without limitation), selling the shares to which Members are so entitled for such price the Board of Directors may determine and paying and distributing to the Members entitled to such shares in due proportions the net proceeds of such sales.
53	<u>Annual General Meeting</u>	53	<u>Annual General Meeting</u>
53(1)	The Company shall, in each year, hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year. The Annual General Meeting shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding Annual General Meeting unless approved by the Companies Commission of Malaysia or other relevant regulatory bodies and authorities.	53(1)	The Company shall, in each year, hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year. The Annual General Meeting shall be held within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding Annual General Meeting unless approved by the Companies Commission of Malaysia or other relevant regulatory bodies and authorities.
53(2)	All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.	53(2)	All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
54	<u>Extraordinary General Meeting</u>	54	<u>Extraordinary General Meeting</u>
	The Directors may, whenever they think fit, convene an Extraordinary General Meeting. In addition, an Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Sections 310 and 311 of the		The Directors may, whenever they think fit, convene an Extraordinary General Meeting. In addition, an <u>as and when necessary. An</u> Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Sections 310

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No.	Existing	No.	New
	Act. If at any time there are insufficient Directors within Malaysia to form a quorum to call an Extraordinary General Meeting, any Director or any Member holding at least ten (10)% of issued share capital of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.		and 311 and 312 of the Act. If at any time there are insufficient Directors within Malaysia to form a quorum to call an Extraordinary General Meeting, any Director or any Member holding at least ten per cent (10)% of the issued share capital of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors.
55	<u>Time and place</u>	55	<u>Time and place</u>
	The time and place of any General Meeting shall be determined by the Board of Directors.		The time and place of any General Meeting shall be determined by the Board of Directors.
56(1)	<u>Notice of Meeting</u>	56(1)	<u>Notice of General Meeting</u>
	A meeting called for the passing of a Special Resolution or an Annual General Meeting shall be called by at least twenty-one (21) days' notice in writing. Any other Meeting of the Company shall be called by at least fourteen (14) days' notice in writing. Notice of at least fourteen (14) days or twenty-one (21) days in the case where any Special Resolution is proposed or where it is an Annual General Meeting for 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. Provided that in respect of a Deposited Security, the Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").		<p>(a) A General Meeting called for the passing of a Special Resolution or an Annual General Meeting shall be called by <u>giving</u> at least twenty-one (21) days' notice in writing. Any other General Meeting of the Company shall be called by at least fourteen (14) days' notice in writing. Notice of at least fourteen (14) days or twenty-one (21) days in the case where any Special Resolution is proposed or where it is an Annual General Meeting for every such</p> <p>(b) <u>The requisite notice for every General Meeting</u> 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. Provided that in respect of a Deposited Security, the</p> <p>(c) <u>The Company shall request the Central Depository in accordance with the Rules,</u> to issue a Record of Depositors to whom notices of General Meetings shall be given by the Company <u>in accordance with the Rules.</u> The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors <u>in accordance with the Rules,</u> 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</p>

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No.	Existing	No.	New
			to as "the General Meeting Record of Depositors").
56(2)	<u>Notice to specify time and business</u>	56(2)	<u>Notice to specify time and business</u>
	The notice of a meeting shall be served in the manner as stated in Article 140 of this Constitution and shall specify the place, the date and the time of Meeting and the general nature of the business of the Meeting. In case of special business, the notice of meeting shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.		<p>(a) The notice of a <u>General Meeting</u> shall be served in the manner as stated in Article 140<u>141</u> of this Constitution and shall specify:-</p> <p>(i) the <u>venue(s) place, of the General Meeting as determined by the Directors;</u></p> <p>(ii) date and the time of <u>the General Meeting;</u> and</p> <p>(iii) the general nature of the business of the <u>General Meeting.</u> In case of</p> <p>(b) <u>Any notice of a General Meeting called to consider</u> special business, the notice of meeting shall also be accompanied by a statement regarding on the effect of any proposed resolution in respect of on such special business.</p>
56(3)	<u>Notice of Annual General Meeting</u>	56(3)	<u>Notice of Annual General Meeting</u>
	The notice convening an Annual General Meeting shall specify the Meeting as such.		The notice convening an Annual General Meeting shall specify the <u>General Meeting</u> as such.
56(4)	<u>Contents of notices of meetings</u>	56(4)	<u>Contents of notices of General Meetings</u>
	Notice of Meeting shall include text of any proposed resolution and other information as the Directors deem fit.		Notice of the <u>General Meeting</u> shall include the proposed resolution and other information as the Directors deem fit.
56(5)	<u>Member's right to appoint proxy</u>	56(5)	<u>Member's right to appoint proxy</u>
	In every notice calling a Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint more than one proxy in accordance with Section 294 of the Act to attend and vote instead of him. There shall be no restriction as to the qualification of the proxy.		In every notice calling a <u>General Meeting</u> there shall appear a statement that a Member entitled to attend and vote is entitled to appoint more than one <u>(1)</u> proxy in accordance with Section 294 of the Act to attend and vote instead of him, subject to Article 72 <u>73</u> below. There shall be no restriction as to the qualification of the proxy.
57(1)	<u>To whom given</u>	57(1)	<u>To whom given</u>
	Notice of every General Meeting shall be given in any manner authorised by this Constitution to:-		Notice of every General Meeting shall be given in any manner authorised by this Constitution to:-

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No.	Existing	No.	New
57(1)(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;	57(1)(a)	every Member holding shares conferring the right to attend and vote at the <u>General Meeting</u> who, at the time of the convening of the <u>General Meeting</u> , shall have paid all calls or other sums presently payable by him in respect of shares in the Company;
57(1)(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 persons 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;	57(1)(b)	every person entitled to a share of the Company (who has produced such <u>necessary</u> 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 <u>The</u> 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 <u>such person</u> 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 persons 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;
57(1)(c)	the Auditors of the Company;	57(1)(c)	the Auditors of the Company;
57(1)(d)	the Board of Directors of the Company; and	57(1)(d)	the Board of Directors of the Company; and
57(1)(e)	the Bursa Securities (so long as the Company is listed).	57(1)(e)	the Bursa Securities (so long as the Company is listed).
57(2)	<u>Omission not to invalidate proceedings</u>	57(2)	<u>Omission not to invalidate proceedings</u>
	The accidental omission to give notice of a Meeting to, or the non- receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.		The accidental omission to give notice of a <u>General Meeting</u> to, or the non- receipt of notice of a <u>General Meeting</u> by, any person entitled to receive notice shall not invalidate the proceedings at that <u>General Meeting</u> .
PROCEEDINGS AT GENERAL MEETINGS			
58	<u>Extraordinary General Meeting and Annual General Meeting</u>	58	<u>Extraordinary General Meeting and Annual General Meeting</u>
	All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General		<u>Save for the consideration of the audited financial statements and the reports of the Directors and Auditors, the fixing of the remuneration of Directors, the election of</u>

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No.	Existing	No.	New
	Meeting, with the exception of declaring a dividend, the consideration of the audited financial statements, and the reports of the Directors and Auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and appointment of, and the fixing of the remuneration of the Auditors.		<u>Directors in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.</u> All other business shall be deemed special that is to be transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting <u>shall be deemed special business,</u> with the exception of declaring a dividend, the consideration of the audited financial statements, and the reports of the Directors and Auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and appointment of, and the fixing of the remuneration of the Auditors.
59	<u>Quorum at General Meeting</u>	59	<u>Quorum at General Meeting</u>
59(1)	No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, two (2) Members personally present shall be a quorum. Provided that in respect of a Deposited Security, the Company shall inform the Central Depository of the dates of General Meetings and shall request the Central Depository in accordance with the Rules, to issue the second Record of Depositors, which shall in any event be made not less than three (3) Market Days before the General Meeting. The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such Meetings. Subject to the Securities Industry (Central Depository) (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.	59(1)	<p>(a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the <u>General Meeting</u> proceeds to business. Save as herein otherwise provided <u>in this Constitution</u>, two (2) Members personally present <u>or by proxy</u> shall be a quorum. Provided that in respect of a Deposited Security, the</p> <p>(b) The Company shall inform the Central Depository of the dates of General Meetings and shall request the Central Depository in accordance with the Rules, to issue the <u>second General Meeting</u> Record of Depositors, in accordance with the Rules, which shall in any event be made issued not less than three (3) Market Days before the General Meeting.</p> <p>(c) The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be <u>be</u> the registered holders of ordinary shares of the Company eligible to be present and vote at such <u>General Meetings</u>. Subject to the Securities Industry (Central Depository) (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.</p>

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No.	Existing	No.	New
59(2)	The Members may participate in a Meeting of Members at more than one (1) venue by video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future which would permit all Members participating in the Meeting to communicate with each other simultaneously and instantaneously and to vote at such meeting.	59(2)	The Members may participate in a <u>General Meeting of Members</u> at more than one (1) venue by video conference, web-based communication, electronic or such other communication facilities or technologies available from time to time in the future <u>and as may be provided or prescribed by the Company</u> which would permit all Members <u>to participate participating in the Meeting to communicate with each other simultaneously and instantaneously</u> and <u>to vote at such General Meeting, simultaneously and instantaneously.</u>
59(3)	Participation by a Member in a Meeting by any of the communication facilities referred to in Article 59(2) of this Constitution shall be deemed as present at the said Meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the Meeting is to be held.	59(3)	Participation by a Member in a Meeting by any of the communication facilities referred to in Article 59(2) of this Constitution shall be deemed as present at the said Meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the main venue where the Meeting is to be held.
59(4)	For the avoidance of doubt, the main venue of such a Meeting shall be in Malaysia and the chairperson of the Meeting shall be present at that main venue of the Meeting.	59(4)	For the avoidance of doubt, the main venue of such a Meeting shall be in Malaysia and the chairperson of the Meeting shall be present at that main venue of the Meeting.
59(5)	Such a Meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Article 59(2) of this Constitution have been disconnected. The chairperson of such Meeting shall have the discretion to postpone the Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Members of the Meeting.	59(5)	Such a Meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Article 59(2) of this Constitution have been disconnected. The chairperson of such Meeting shall have the discretion to postpone the Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Members of the Meeting.
60	<u>When quorum not present</u>	60	<u>When quorum not present</u>
	If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place (or if that day be a public holiday, then to the next business day following that public holiday) or to such other day and at such other time and place as the Directors may determine, and if at such adjourned Meeting a quorum is not present within fifteen (15)		(1) <u>If a quorum is not present</u> within half an hour from the time appointed for the holding of a General Meeting a quorum is not present , the <u>General Meeting</u> , if convened on the requisition of Members shall be dissolved. (2) <u>In any other case,</u> it shall stand adjourned to the same day in the next week, at the same time and place (or if that day be a public holiday, then to the next business day following that public holiday) or to such other day

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No.	Existing	No.	New
	minutes from the time appointed for holding the Meeting, any of the Members present shall be a quorum and may transact the business for which the meeting was called.		and at such other time and place as the Directors may determine, and if, (3) <u>If</u> at such adjourned <u>General</u> Meeting a quorum is <u>still</u> not present within fifteen (15) minutes from the time appointed for holding the <u>General</u> Meeting, any of the Members present shall be a quorum and may transact the business for which the meeting <u>General Meeting</u> was called.
61	<u>Chairman of General Meetings</u>	61	<u>Chairperson</u> Chairman of General Meetings
	The Chairman and in his absence the Vice-Chairman (if any, or, in the event that two (2) or more Vice-Chairman have been appointed, the senior in appointment among them), shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if at any Meeting no such officer is present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act, the Directors present shall choose one of their number, to act as chairperson or if only one (1) Director is present, he shall preside as chairperson if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present and entitled to vote shall elect one of themselves to be chairperson of the Meeting. For avoidance of doubt, a proxy appointed by a Member shall not be elected to be the chairperson at every General Meeting.		(1) The Chairman and in his absence the Vice-Chairman (if any, or, in the event that two (2) or more Vice-Chairman have been appointed, the senior in appointment among them), shall preside as Chairman <u>chairperson</u> at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if at any <u>General Meeting</u> no such officer <u>the Chairman or the Vice-Chairman</u> is <u>not</u> present within fifteen (15) minutes after the time appointed for holding the same or is unwilling to act <u>chair the General Meeting</u> , the Directors present shall choose one of their number, to act as chairperson or if only one (1) Director is present, he shall preside as chairperson if <u>he is</u> willing to act. (2) If no Director be <u>is</u> present, or if all the Directors present decline to take the chair, the Members present <u>in person or by proxy</u> and entitled to vote shall elect one of themselves to be <u>the</u> chairperson of the <u>General Meeting</u> . For <u>the</u> avoidance of doubt, a proxy appointed by a Member shall not be elected to be the chairperson at every <u>any</u> General Meeting.
62	<u>Meeting may be adjourned</u>	62	<u>General Meeting may be adjourned</u>
	The chairperson of the Meeting may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place unless notice of the fresh business to be transacted shall have been given in accordance with this		(1) The chairperson of the <u>General Meeting</u> may, with the consent of any <u>General Meeting</u> at which a quorum is present, and shall, if so directed by the <u>General Meeting</u> , adjourn the <u>General Meeting</u> from time to time and from place to place, but no business shall be transacted at any adjourned <u>General Meeting</u> other than the business left unfinished at the <u>General Meeting</u> from which the adjournment took place unless notice of the fresh

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No.	Existing	No.	New
	<p>Constitution. When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting or if fresh business is to be transacted at any adjourned Meeting, notice of the adjourned Meeting must comply with the requirements of this Constitution and/or the Act. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.</p>		<p>business to be transacted shall have been given in accordance with this Constitution <u>and/or the Act.</u></p> <p><u>(2)</u> When a <u>General Meeting</u> is adjourned for thirty (30) days or more, notice of the adjourned <u>General Meeting</u> shall be given as in the case of an original <u>General Meeting</u>, or if fresh business is to be transacted at any adjourned Meeting, notice of the adjourned Meeting must comply with the requirements of this Constitution and/or the Act. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.</p>
63	<u>Voting by poll</u>	63	<u>Voting by poll</u>
	<p>Subject to any express requirement under the Listing Requirements, any resolution set out in the notice of any General Meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any General Meeting, shall be determined by poll.</p>		<p><u>(1)</u> Subject to any express requirement under the Listing Requirements, any resolution set out in the notice of any General Meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any General Meeting, shall be determined by poll.</p> <p><u>(2)</u> <u>The poll may be conducted manually using polling slips or electronically using various forms of electronic voting devices and/or other means as determined by the Directors.</u></p>
64	<u>Error in counting votes not to vitiate result of voting</u>	64	<u>Error in counting votes not to vitiate result of voting</u>
	<p>If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting, and not in that case unless it shall, in the opinion of the chairperson of the Meeting, be of sufficient magnitude to vitiate the result of the voting.</p>		<p>If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same <u>General Meeting</u>, and not in that case unless it shall, in the opinion of the chairperson of the <u>General Meeting</u>, be of sufficient magnitude to vitiate the result of the voting.</p>
65	<u>Casting vote of chairperson</u>	65	<u>Casting vote of chairperson</u>
	<p>In the case of an equality of vote, the chairperson of the Meeting shall be entitled to have a casting vote in addition to the votes to which he may be entitled as a Member.</p>		<p>In the case of an equality of vote, the chairperson of the <u>General Meeting</u> shall be entitled to have a casting vote in addition to the votes to which he may be entitled as a Member.</p>

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No.	Existing	No.	New
66	<u>Minutes</u>	66	<u>Minutes</u>
	Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings and shall be kept at the Office pursuant to Section 47 of the Act, and any such minutes, if signed by the chairperson of the Meeting to which they refer, or by the chairperson of the next succeeding Meeting, shall be evidence of the facts stated therein.		Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings and shall be kept at the Office pursuant to Section 47 of the Act, and any such minutes, if signed by the chairperson of the Meeting to which they refer, or by the chairperson of the next succeeding Meeting, shall be evidence of the facts stated therein.
67	<u>Management Review</u>	67 66	<u>Management Review</u>
67(1)	The chairperson of a Meeting shall allow reasonable opportunity for the Members to question, discuss, comment or make recommendation on the management of the Company.	67(1) 66(1)	The chairperson of a <u>General Meeting</u> shall allow reasonable opportunity for the Members to question, discuss, comment or make recommendation on the management of the Company.
67(2)	The Members shall pass ordinary resolution which makes recommendations to the Directors on the matters affecting the management of the Company.	67(2) 66(2)	The Members shall <u>may</u> pass <u>an</u> ordinary resolution which makes recommendations to the Directors on the matters affecting the management of the Company.
67(3)	Subject to the approval by way of Special Resolution, any recommendation, which is in the best interest of the Company, made under Article 67(2) of this Constitution shall bind the Directors.	67(3) 66(3)	Subject to the approval by way of Special Resolution, any recommendation, which is in the best interest of the Company, made under Article 67(2) <u>66(2)</u> of this Constitution shall bind the Directors.
		<u>67</u>	<u>Forms of General Meeting</u>
		<u>67(1)</u>	<u>The Directors may decide in relation to any General Meeting (including a postponed or adjourned General Meeting, as the case may be) whether the General Meeting is to be held as a Physical Meeting, a Fully Virtual Meeting, a Virtual Meeting or a Hybrid Meeting, unless otherwise required by law.</u>
		<u>67(2)</u>	<u>In relation to a Physical Meeting:</u> <u>(a) Venue of Physical Meeting</u> <u>The Directors may decide to hold a Physical Meeting at one or more Meeting Location(s). The main venue shall be the place where the chairperson is present, and shall be located in Malaysia.</u> <u>(b) Notice of Physical Meeting</u> <u>The notice of General Meeting pursuant to Article 56(2) of this Constitution shall</u>

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No.	Existing	No.	New
			<p><u>include a statement to specify that the General Meeting is to be a Physical Meeting and specify the Meeting Location(s).</u></p> <p><u>(c) Postponement or adjournment of Physical Meeting</u></p> <p><u>(i) If, before the scheduled Physical Meeting, any event occurs whereby the chairperson is of the view that it is impractical to conduct a Physical Meeting, the chairperson of such Physical Meeting shall have the discretion to postpone the said Physical Meeting to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the postponed meeting, subject to Article 62(2) of the Constitution.</u></p> <p><u>(ii) If, during the scheduled Physical Meeting:</u></p> <p><u>(A) any event occurs whereby the chairperson is of the view that it is impractical to conduct the Physical Meeting; or</u></p> <p><u>(B) in the event the Physical Meeting is held at more than one (1) Meeting Location, any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected,</u></p> <p><u>the chairperson of such Physical Meeting shall adjourn the Physical Meeting which had become impractical to be conducted or had been disconnected and which cannot be reconnected within a reasonable time (as the case may be), to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the adjourned meeting, subject to Article 62(2) of this Constitution.</u></p>

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No.	Existing	No.	New
			<p><u>(iii) In the event the Physical Meeting is held at more than one (1) Meeting Location, under no circumstances will the fact that the communication facilities referred to in Article 59(2) of this Constitution were not operational (whether in whole or in part) either at the start of or during the Physical Meeting affect the validity of the Physical Meeting or any business conducted at the Physical Meeting.</u></p>
		67(3)	<p><u>In relation to a Fully Virtual Meeting:</u></p> <p><u>(a) Venue of Fully Virtual Meeting</u></p> <p><u>The main venue of the Fully Virtual Meeting shall be the online meeting platform which shall be located in Malaysia where the chairperson shall be deemed to be at the main venue by his presence during the Fully Virtual Meeting.</u></p> <p><u>(b) Notice of Fully Virtual Meeting</u></p> <p><u>The notice of General Meeting pursuant to Article 56(2) of this Constitution shall include a statement to specify that the General Meeting is to be a Fully Virtual Meeting, including the details of the main venue and the communication facilities for attendance by electronic means at the Fully Virtual Meeting.</u></p> <p><u>(c) Quorum</u></p> <p><u>A Member participating in a Fully Virtual Meeting by any of the communication facilities referred to in Article 59(2) of this Constitution shall be deemed as present at the Fully Virtual Meeting and shall be counted towards the quorum.</u></p> <p><u>(d) Postponement or adjournment of Fully Virtual Meeting</u></p> <p><u>(i) A Fully Virtual Meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Article 59(2) of this Constitution are disconnected.</u></p> <p><u>(ii) If, before the scheduled Fully Virtual Meeting, any technical difficulty occurs whereby the</u></p>

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No.	Existing	No.	New
			<p><u>communication facilities referred to in Article 59(2) of this Constitution are disconnected, the chairperson of such Fully Virtual Meeting shall postpone the Fully Virtual Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the postponed meeting, subject to Article 62(2) of this Constitution.</u></p> <p><u>(iii) If, during the scheduled Fully Virtual Meeting, any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected, and notwithstanding Article 62(1) of this Constitution, the chairperson of such Fully Virtual Meeting shall adjourn the Fully Virtual Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the adjourned meeting, subject to Article 62(2) of this Constitution.</u></p> <p><u>(iv) Under no circumstances will the fact that the communication facilities referred to in Article 59(2) of this Constitution were not operational (whether in whole or in part) either at the start of or during the Fully Virtual Meeting affect the validity of the Fully Virtual Meeting or any business conducted at the Fully Virtual Meeting.</u></p>
		67(4)	<p><u>In relation to a Virtual Meeting:</u></p> <p><u>(a) Venue of Virtual Meeting:</u></p> <p><u>A Virtual Meeting shall be conducted:</u></p> <p><u>(i) at the venue where the Virtual Meeting is broadcasted from and Essential Individuals are physically present; and</u></p>

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No.	Existing	No.	New
			<p>(ii) <u>at the online meeting platform where the Members and/or proxies will attend the same virtually.</u></p> <p><u>The main venue shall be the venue in which the Virtual Meeting is broadcasted from, which shall be located in Malaysia and the chairperson shall be present at the main venue.</u></p> <p>(b) <u>Notice of Virtual Meeting</u></p> <p><u>The notice of General Meeting pursuant to Article 56(2) of this Constitution shall include a statement to specify that the General Meeting is to be a Virtual Meeting including the details of the broadcast venue and the communication facilities for attendance by electronic means at the Virtual Meeting.</u></p> <p>(c) <u>Quorum</u></p> <p><u>A Member participating in a Virtual Meeting by any of the communication facilities referred to in Article 59(2) of this Constitution shall be deemed as present at the Virtual Meeting and shall be counted towards the quorum.</u></p> <p>(d) <u>Postponement or adjournment of Virtual Meeting</u></p> <p>(i) <u>A Virtual Meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Article 59(2) of this Constitution are disconnected.</u></p> <p>(ii) <u>If, before the scheduled Virtual Meeting, any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected, the chairperson of such Virtual Meeting shall postpone the Virtual Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the postponed meeting, subject to Article 62(2) of this Constitution.</u></p>

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No.	Existing	No.	New
			<p>(iii) <u>If, during the scheduled Virtual Meeting, any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected, and notwithstanding Article 62(1) of this Constitution, the chairperson of such Virtual Meeting shall adjourn the Virtual Meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the adjourned meeting, subject to Article 62(2) of this Constitution.</u></p> <p>(iv) <u>Under no circumstances will the fact that the communication facilities referred to in Article 59(2) of this Constitution available from time to time were not operational (whether in whole or in part) either at the start of or during the Virtual Meeting affect the validity of the Virtual Meeting or any business conducted at the Virtual Meeting.</u></p>
		67(5)	<p><u>In relation to a Hybrid Meeting:</u></p> <p>(a) <u>Venue of Hybrid Meeting</u></p> <p><u>A Hybrid Meeting shall be conducted:</u></p> <p>(i) <u>at one (1) or more Meeting Location(s) as the Board of Directors shall decide, for meeting participants including Members and/or proxies to attend physically; and</u></p> <p>(ii) <u>via online meeting platform where the meeting participants including Members and/or proxies attend virtually.</u></p> <p><u>The main venue of the Hybrid Meeting shall be in Malaysia and the chairperson shall be present at the main venue.</u></p> <p>(b) <u>Notice of Hybrid Meeting</u></p> <p><u>The notice of General Meeting pursuant to</u></p>

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No.	Existing	No.	New
			<p><u>Article 56(2) of this Constitution shall include a statement to specify that the General Meeting is to be a Hybrid Meeting including the details of the Meeting Location(s) and the communication facilities for attendance by electronic means at the Hybrid Meeting.</u></p> <p><u>(c) Quorum</u></p> <p><u>A Member participating in a Hybrid Meeting:</u></p> <p><u>(i) at a Meeting Location; or</u></p> <p><u>(ii) by any of the communication facilities referred to in Article 59(2) of this Constitution;</u></p> <p><u>shall be deemed as present at the Hybrid Meeting and shall be counted towards the quorum.</u></p> <p><u>(d) Postponement or adjournment of Hybrid Meeting</u></p> <p><u>(i) A Hybrid Meeting shall not be deemed to have proceeded for such period or periods where any of the communication facilities referred to in Article 59(2) of this Constitution are disconnected.</u></p> <p><u>(ii) If, before the scheduled Hybrid Meeting:</u></p> <p><u>(A) any event occurs whereby the chairperson is of the view that it is impractical to conduct the Hybrid Meeting; or</u></p> <p><u>(B) any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected,</u></p> <p><u>the chairperson of such Hybrid Meeting shall postpone the Hybrid Meeting which had become impractical to be conducted or had been disconnected and which cannot be reconnected within a reasonable time (as the case may be), to another date and time to be agreed by the Directors. Once the date and time have been agreed,</u></p>

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No.	Existing	No.	New
			<p><u>the Directors shall give at least seven (7) days' notice in writing of the postponed meeting, subject to Article 62(2) of this Constitution.</u></p> <p><u>(iii) If, during the scheduled Hybrid Meeting:</u></p> <p><u>(A) any event occurs whereby the chairperson is of the view that it is impractical to conduct the Hybrid Meeting; or</u></p> <p><u>(B) any technical difficulty occurs whereby the communication facilities referred to in Article 59(2) of this Constitution are disconnected,</u></p> <p><u>the chairperson of such Hybrid Meeting shall have the discretion to:</u></p> <p><u>(AA) adjourn the Hybrid Meeting which had become impractical to be conducted or had been disconnected and cannot be reconnected within a reasonable time, to another date and time to be agreed by the Directors. Once the date and time have been agreed, the Directors shall give at least seven (7) days' notice in writing of the adjourned meeting, subject to Article 62(2) of this Constitution; or</u></p> <p><u>(BB) continue to hold the Hybrid Meeting to be decided by a majority of votes by the Members and/or proxies physically attending such Hybrid Meeting.</u></p> <p><u>(iv) Under no circumstances will the fact that the communication facilities referred to in Article 59(2) of this Constitution were not operational (whether in whole or in part) either at the start of or during the Hybrid Meeting affect the validity of the Hybrid Meeting or</u></p>

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No.	Existing	No.	New
			<u>any business conducted at the Hybrid Meeting.</u>
		<u>67(6)</u>	<u>In the event that any of the forms of General Meetings as provided under this Article 67 and/or any of the provisions and/or procedures relating thereto are rendered impracticable and/or impossible and/or inapplicable in its application and/or implementation whether in whole or any part thereof as a consequence of and/or arising from any regulation(s) and/or guideline(s) issued by the relevant regulatory bodies and authorities from time to time including the introduction of new forms of General Meetings which are not specifically provided for in this Constitution, the chairperson shall have the discretion to determine the manner in which the existing provisions and/or procedures contained in this Constitution are to be interpreted and/or applied and/or modified to the extent necessary to be in compliance with the said regulation(s) and/or guideline(s). The chairperson shall at all times exercise such discretion in the best interest of the Company. For the purposes of clarification and for the avoidance of doubt, any exercise of discretion by the chairperson pursuant to this Article shall be construed as an exercise of the powers of the chairperson under this Constitution and shall not be deemed to be or amount to an amendment to the Constitution.</u>
		<u>67(7)</u>	<u>For the avoidance of doubt, all references to "disconnected" communication facilities in Article 67 shall refer to the disconnection of the communication facilities provided or prescribed by the Company and shall not include the disconnection of the communication facilities of one or more Members.</u>
		<u>68</u>	<u>Minutes</u>
			<u>Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings and shall be kept at the Office pursuant to the Act, and any such minutes, if signed by the chairperson of such General Meeting, or by the chairperson of the next succeeding General Meeting, shall be evidence of the facts stated in such minutes.</u>

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No.	Existing	No.	New
VOTES OF MEMBERS			
68	<u>How Members may vote</u>	69 68	<u>How Members may vote</u>
	Subject to any special rights or restrictions for the time being attached to any class or classes of shares in the capital of the Company, every Member personally present or by proxy shall have one vote for every share held by him.		Subject to any special rights or restrictions for the time being attached to any class or classes of shares in the capital of the Company, every Member personally present or by proxy shall have one vote for every share held by him.
69	<u>Vote by persons under disability</u>	70 69	<u>Vote by persons under disability</u>
	If any Member be of unsound mind, he may vote at a poll, by his committee, curator bonis, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight (48) hours before the time for holding the Meeting at which he wishes to vote.		If any <u>Subject to this Constitution, a committee, curator or such other person who has been appointed to manage a Member, be who is of unsound mind, or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder, he</u> may vote at a poll, by his committee, curator bonis, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll <u>General Meeting on behalf of such Member, but no person claiming to vote pursuant to this Article shall do so unless provided that the such evidence as may be required by as</u> the Directors <u>to confirm the may require of his</u> authority of <u>such persons</u> shall have been deposited at the Office not less than forty-eight (48) hours before the time <u>appointed for the holding of the General Meeting at which he wishes to vote.</u>
70	<u>Entitlement to vote</u>	71 70	<u>Entitlement to vote</u>
	Save as herein expressly provided, no person other than a Member duly registered; and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any General Meeting.		Save as herein expressly provided <u>herein</u> , no person other than a Member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question, either personally or by proxy at any General Meeting.
71	<u>Voting rights of shares of different monetary denominations</u>	72 71	<u>Voting rights of shares of different monetary denominations</u>
	Where the capital of the Company consists of shares of different monetary denominations, voting right shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable.		Where the capital of the Company consists of shares of different monetary denominations, voting <u>rights</u> shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such <u>rights</u> is exercisable.

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No.	Existing	No.	New
72	<u>Poll and proxy</u>	<u>7372</u>	<u>Poll and proxy</u>
	On a poll, votes may be given either personally or by proxy. A proxy shall be any person appointed by a Member and who shall not necessarily be a Member and such proxy shall be entitled to vote on a poll provided he is the only proxy appointed by the Member. Where a Member entitled to vote on a resolution has appointed more than one (1) proxy, the 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.		<p>(1) On a poll, votes may be given either personally or by proxy.</p> <p>(2) A proxy shall be any person appointed by a Member and who shall not necessarily be a Member and such proxy shall be entitled to vote on a poll provided he is the only proxy appointed by the Member.</p> <p>(3) Where a Member entitled to vote on a resolution has appointed more than one (1) proxy, 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.</p>
73	<u>Representation of Company-Member</u>	<u>7473</u>	<u>Representation of Company-Member</u>
	Any company which is a Member of this Company may, by minutes of its Directors, authorise any person to act as its representative at any Meetings of this Company; and such representative shall be entitled to exercise the same powers on behalf of the Company which he represents as if he had been an individual Member, including power when personally present to vote on a poll.		Any company which is a Member of this Company may, by minutes of its Directors, authorise any person to act as its representative at any <u>General Meetings of this Company</u> ; and such representative shall be entitled to exercise the same powers on behalf of the <u>Company</u> which he represents as if he had been an individual Member <u>of the Company</u> , including power when personally present to vote on a poll.
74	<u>Instrument of appointment</u>	<u>7574</u>	<u>Instrument of appointment</u>
	<p>The instrument appointing a proxy shall be in the form or to the effect of the following or in any other form which the Directors may approve:-</p> <p style="text-align: center;">"MALAYAN BANKING BERHAD"</p> <p>I,.....of.....being a Member of the abovementioned Company, hereby appoint..... of.....as my proxy (ies), to vote for me and on my 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.</p> <p>As witness my hand, this..... day 20 Signed by the said..... in the presence of:"</p>		<p>The instrument appointing a proxy shall be in the form or to the effect of the following or in any other form which the Directors may <u>from time to time prescribe or</u> approve:-</p> <p style="text-align: center;">"MALAYAN BANKING BERHAD"</p> <p>I,.....of.....being a Member of the abovementioned Company, hereby appoint.....of.....as my proxy(ies), to vote for me and on my 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.</p> <p><u>My/Our proxy is to vote as indicated below:</u></p>

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No.	Existing	No.	New		
			Ordinary resolution	For	Against
			Special resolution	For	Against
			As witness my hand, this day 20..... Signed by the said..... in the presence of:"		
75	<u>Member an authorised nominee</u>	76 75	<u>Member an authorised nominee</u>		
	Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.		Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one <u>(1)</u> proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.		
76	<u>Appointment of multiple proxies</u>	77 76	<u>Appointment of multiple proxies</u>		
76(1)	Where a Member of the Company is an exempt authorised nominee who holds ordinary shares in Omnibus Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.	77(1) 76 4)	Where a Member of the Company is an exempt authorised nominee who holds ordinary shares in Omnibus Accounts, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.		
76(2)	An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act.	77(2) 76 2)	An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act.		
77(1)	<u>Instrument in writing</u>	78(1) 77 4)	<u>Instrument in writing</u>		
	The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or in some other manner approved by the Directors.		The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or in some other manner approved by the Directors.		
77(2)	<u>Attestation</u>	78(2) 77 2)	<u>Attestation</u>		
	An instrument appointing a proxy executed in Malaysia need not be witnessed. The signature to an instrument appointing a proxy executed outside Malaysia shall be attested by a solicitor, notary public, consul or magistrate, but the Directors may from		An instrument appointing a proxy executed in Malaysia need not be witnessed. The signature to an instrument appointing a proxy executed outside Malaysia shall be attested by a solicitor, notary public, consul or magistrate, but the Directors may from <u>time to time</u> waive or modify this		

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No.	Existing	No.	New
	time to time waive or modify this requirement either generally or in a particular case or cases.		requirement either generally or in a particular case or cases.
78	<u>Instrument to be deposited</u>	<u>7978</u>	<u>Instrument to be deposited</u>
	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the Meeting not less than twenty-four (24) hours before the time appointed for the taking of the poll, otherwise the person so named shall not be entitled to vote in respect thereof.		The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the <u>General Meeting</u> not less than twenty-four (24) hours before the time appointed for <u>holding the taking of the poll</u> General Meeting or adjourned General Meeting , otherwise the person so named shall not be entitled to vote in respect thereof.
79	<u>Extent of authority</u>	<u>8079</u>	<u>Extent of authority</u>
	The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the General Meeting for the Member giving the proxy and a proxy shall be entitled to attend and to vote on a poll on any question at the meeting and shall have the same rights as the Member to speak at the Meeting.		The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the General Meeting for the Member giving the proxy and a proxy shall be entitled to attend and to vote on a poll on any question at the <u>General Meeting meeting</u> and shall have the same rights as the Member to speak at the <u>General Meeting</u> .
80	<u>Validity of proxy</u>	<u>8180</u>	<u>Validity of proxy</u>
	Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.		Unless otherwise directed by the Chairman, a vote given in accordance with the terms of by an instrument of proxy shall be treated as valid <u>notwithstanding despite:</u> (a) the previous death or insanity of the principal or; (b) revocation of the instrument of proxy or of the authority under which the proxy was executed ; or (c) the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as the aforesaid shall have been received by the Company at the Office before the commencement of the <u>General Meeting</u> or adjourned <u>General Meeting</u> <u>(or in the case of a poll, before the time appointed for the</u>

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No.	Existing	No.	New
			<u>holding the General Meeting or adjourned General Meeting</u>) at which the <u>instrument of proxy</u> is used.
DIRECTORS			
81	<u>Appointment of Directors</u>	82 81	<u>Appointment of Directors</u>
	Subject to a written approval from the BNM, a person may be appointed as a Director provided that he is not disqualified under Section 59(1) of the Financial Services Act 2013 and Section 198(1) of the Act		Subject to a written approval from the <u>requirements of</u> BNM, a person may be appointed as a Director provided that he is not disqualified under Section 59(1) of the Financial Services Act 2013 and Section 198(1) of the Act.
82	<u>Number of Directors</u>	83 82	<u>Number of Directors</u>
	All the Directors of the Company shall be of full age and the Board of Directors shall have the power to determine its size and may from time to time, subject to the provisions of the Act, increase or reduce the number of Directors.		All the Directors of the Company shall be of full <u>at least eighteen (18) years of</u> age and the Board of Directors shall have the power to determine its size and may from time to time, subject to the provisions of the Act, increase or reduce the number of Directors.
83	<u>Increase or reduction in number of Directors</u>	84 83	<u>Increase or reduction in number of Directors</u>
	The Company may from time to time by ordinary resolution increase or reduce the maximum and the minimum number of the Directors, and may also determine in what rotation the increased or reduced number is to go out of office.		The Company may from time to time by ordinary resolution increase or reduce the maximum and the minimum number of the Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
84(1)	<u>Director interested in material transaction to declare</u>	85(1) 84(1)	<u>Director interested in material transaction to declare</u>
	A Director who is in any way, whether directly or indirectly interested in a material transaction or material arrangement with the Company shall declare the nature and extent of his interest by way of a written notice to all members of the Board and the Company Secretary at a meeting of the Directors:- (a) as soon as practicable after being aware of his interest in the material transaction or arrangement; and (b) if the material transaction or arrangement is being deliberated at a meeting of the Directors, before the commencement of the deliberation.		A Director who is in any way, whether directly or indirectly interested in a material transaction or material arrangement with the Company shall declare the nature and extent of his interest by way of a written notice to all members of the Board and the Company Secretary at a meeting of the Directors:- (a) as soon as practicable after being aware of his interest in the material transaction or arrangement; and (b) if the material transaction or arrangement is being deliberated at a meeting of the Directors, before the commencement of the deliberation.
84(2)	<u>Material transaction</u>	85(2) 84(2)	<u>Material transaction</u>
	For the avoidance of doubt, an existing or proposed transaction or arrangement		For the avoidance of doubt, an existing or proposed transaction or arrangement will be

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No.	Existing	No.	New
	will be considered material if it is one which a Director is required to declare under Section 221 of the Act.		considered material if it is one which a Director is required to declare under Section 221 of the Act.
84(3)	<u>Safeguards</u>	85(3) 84(3)	<u>Safeguards</u>
	Regardless of whether a declaration has been made, a Director, who has, directly or indirectly, an interest in a material transaction or material arrangement, shall not be present and vote at the meeting of Directors where the material transaction or material arrangement is being deliberated, but he shall be counted in the quorum present at the Meeting.		Regardless of whether a declaration has been made, a Director, who has, directly or indirectly, an interest in a material transaction or material arrangement, shall not be present and vote at the meeting of the Directors where the material transaction or material arrangement is being deliberated, but he shall be counted in the quorum present at the M meeting.
84(4)	<u>Director may hold office of profit under the Company</u>	85(4) 84(4)	<u>Director may hold office of profit under the Company</u>
	<p>A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified of by his office from contracting with the Company, either with regard to his tenure of any such office or place of profit or as a vendor, purchaser or otherwise. No such contract, and no contract or arrangement entered into by or on behalf of the Company, in which any Director is in any way interested, shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.</p> <p>A Director, notwithstanding his interest, may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged but he shall not vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.</p>		<p>A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.</p> <p>No Director or intending Director shall be disqualified —of by his office from contracting with the Company, either with regard to his tenure of any such office or place of profit or as a vendor, purchaser or otherwise.</p> <p>No such contract, and no contract or arrangement entered into by or on behalf of the Company, in which any Director is in any way interested, shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.</p> <p>A Director, notwithstanding<u>regardless of</u> his interest, may be counted in the quorum present at any <u>General</u> Meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged but he shall not vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.</p>

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No.	Existing	No.	New
84(5)	<u>Director may become director of other company</u>	85(5) 84(5)	<u>Director may become director of other company</u>
	A Director of the Company may with the consent of the Board of Director be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as Member or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.		A Director of the Company may with the consent of the Board of Directors be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as Member or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.
85	<u>Director's Consent</u>	86 85	<u>Director's Consent</u>
	A person shall not be appointed as a Director of the Company unless he has consented in writing to be a director and makes a declaration that he is not disqualified from being a Director of the Company under the Act and the Financial Services Act 2013.		A person shall not be appointed as a Director of the Company unless he has consented in writing to be a director and makes a declaration that he is not disqualified from being a Director of the Company under the Act and the Financial Services Act 2013 Statutes .
86	<u>Register of Directors to be kept</u>	87 86	<u>Register of Directors to be kept</u>
	The Directors shall keep a register of directors as required by Section 57 of the Act, and the Directors may determine the times (not being less than two (2) hours a day) at which the said register shall be open to the inspection in accordance with the terms of Section 57 of the Act.		The Directors shall keep a register of directors as required by Section 57 of the Act, and the Directors may determine the times (not being less than two (2) hours a day) at which the said register shall be open to the inspection in accordance with the terms of Section 57 of the Act.
87	<u>Shareholding qualification of Directors</u>	88 87	<u>Shareholding qualification of Directors</u>
	A Director shall not be required to hold any qualification shares in the Company.		A Director shall not be required to hold any qualification shares in the Company.
88	<u>Directors' remuneration</u>	89 88	<u>Directors' remuneration</u>
88(1)	The Directors shall be paid by way of fees and other benefits for their services and such sums shall from time to time be determined by the Company in General Meeting. Provided that fees and benefits payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the Meeting.	89(1) 88(1)	(a) The Directors shall be paid by way of fees and other benefits for their services and such sums shall from time to time be determined by the Company in at a General Meeting. Provided that (b) The fees and benefits payable to the Directors shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the

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No.	Existing	No.	New
			notice convening the <u>General Meeting</u> .
88(2)	The remuneration of Directors not holding any executive office in the Company shall be by a fixed sum and not payable by a commission on or percentage of profits or turnover.	89(2) <u>88(2)</u>	The remuneration of Directors not holding any executive office in the Company shall be by a fixed sum and not payable by a commission on or percentage of profits or turnover.
88(3)	In addition to the remuneration above-mentioned, any Director attending meetings of the Board or of any committee of the Directors or undertaking any duties or assignments on behalf of the Company shall be entitled to be reimbursed by the Company in respect of all expenses (including travelling and hotel expenses) reasonably incurred by him by reason of such attendance or the carrying out of such duties or assignments.	89(3) <u>88(3)</u>	In addition to the remuneration above-mentioned, any Director attending meetings of the <u>Board-Directors</u> or of any committee of the Directors or undertaking any duties or assignments on behalf of the Company shall be entitled to be reimbursed by the Company in respect of all expenses (including travelling and hotel expenses) reasonably incurred by him by reason of such attendance or the carrying out of such duties or assignments.
89	<u>Company may remunerate Director for certain services</u>	90 <u>89</u>	<u>Company may remunerate Director for certain services</u>
	If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or otherwise for any of the purpose of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.		If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going <u>be required to go</u> or residing <u>reside</u> abroad or otherwise for any of the purpose of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.
CHAIRMAN, PRESIDENT & CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR			
90	<u>Power to appoint Chairman and Vice-Chairman of the Board of Directors of the Company</u>	91 <u>90</u>	<u>Power to appoint Chairman and Vice-Chairman of the Board of Directors of the Company</u>
	The Directors shall appoint one person of their body to be the Chairman of the Board of Directors and may elect one (1) or more Vice-Chairman of the Company and determine the period for which they are to hold office and unless otherwise determined, the Chairman and Vice-Chairman shall hold office provided they remain as Directors of the Company and so long as no resolution of the Board of Directors to change or remove them as Chairman and Vice-Chairman of the Board of Directors of the Company has been passed.		(a) The Directors shall <u>may from time to time</u> appoint one (1) person of their body to be the Chairman of the Board of Directors and may elect one (1) or more <u> Vice-Chairman</u> of the Company and determine the period for which they are to hold office and unless . (b) <u>Unless</u> otherwise determined, the Chairman and Vice-Chairman shall hold office provided they remain as Directors of the Company and so long as no

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No.	Existing	No.	New
			resolution of the Board of Directors to change or remove them as Chairman and Vice-Chairman of the Board of Directors of the Company has been passed.
91	<u>Power to appoint Executive Director and President & Chief Executive Officer ("PCEO")</u>	<u>92</u> 91	<u>Power to appoint Executive Director and President & Chief Executive Officer ("PCEO")</u>
	The Directors may from time to time appoint one or more of their body to be Executive Directors and shall appoint one of such Executive Director to be the President & Chief Executive Officer ("PCEO") of the Company or whatsoever designation called to that effect.		The Directors may from time to time <u>and with the approval of BNM</u> appoint one or more of their body to be Executive Directors and shall appoint one of such Executive Director to be the President & Chief Executive Officer ("PCEO") of the Company or whatsoever designation called to that effect.
92(1)	<u>Term of office and remuneration of PCEO</u>	<u>93(1)</u> 92(1)	<u>Term of office and remuneration of PCEO</u>
	The PCEO shall be subject to the control of the Board of Directors. Any such appointment or appointments shall be for such period which shall not exceed the residue of his current term of office as a Director under the provisions of this Constitution, and shall ipso facto terminate if and when he vacates office under the provision of Articles 102 of this Constitution, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised, and all other matters as the Directors think fit, but so that no appointee shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed.		(a) The PCEO shall be subject to the control of the Board of Directors. (b) Any such appointment or appointments shall be for such period which shall not exceed the residue of his current term of office as a Director under the provisions of this Constitution, and shall ipso facto terminate if and when he vacates office under the provision of Article 102 <u>103</u> of this Constitution, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised, and all other matters as the Directors think fit, but so that no appointee shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed.
92(2)	<u>The PCEO subject to retirement by rotation</u>	<u>93(2)</u> 92(2)	<u>The PCEO subject to retirement by rotation</u>
	The PCEO shall, even while he continues to hold such office, be subject to retirement by rotation and he shall be taken into account in determining the rotation or retirement of Directors, and he shall also, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal from office as the other Directors of the		The PCEO shall, even while he continues to hold such office, be subject to retirement by rotation, and he shall be taken into account in determining the rotation or retirement of Directors, and he shall also, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal from office as the other Directors of the Company and if he shall cease to hold the

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No.	Existing	No.	New
	Company and if he shall cease to hold the office of Director he shall ipso facto and immediately cease to be a PCEO.		office of Director he shall ipso facto and immediately cease to be a PCEO.
SECRETARY (IES)			
93	<u>Appointment of Secretary</u>	94 93	<u>Appointment of Secretary</u>
	The Directors shall appoint a person of full age to be a Secretary or Joint Secretaries to the Company for such terms and at such remuneration and upon such conditions as they think fit and any Secretary or Joint Secretaries so appointed may be removed by them. An appointment of a Secretary or Joint Secretaries shall be in compliance with the provision of Section 235(2) of the Act and the persons so appointed shall not be disqualified to act under Section 238 of the Act.		(a) The Directors shall appoint a person <u>or persons of full at least eighteen (18) years of</u> age to be a Secretary or Joint Secretaries to the Company for such terms and at such remuneration and upon such conditions as they think fit and any Secretary or Joint Secretaries so appointed may be removed by them. (b) An appointment of a Secretary or Joint Secretaries shall be in compliance with the provision of Section 235(2) of the Act and the <u>person or</u> persons so appointed shall not be disqualified to act under Section 238 of the Act.
94(1)	<u>Same person may not act as Director and Secretary simultaneously</u>	95(1) 94(1)	<u>Same person may not act as Director and Secretary simultaneously</u>
	A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.		A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
94(2)	<u>Joint Secretaries</u>	95(2) 94(2)	<u>Joint Secretaries</u>
	A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.		A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by its being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.
POWERS AND DUTIES OF DIRECTORS			
95(1)	<u>General powers of Company vested in Directors</u>	96(1) 95(1)	<u>General powers of Company vested in Directors</u>
	The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Statutes or by this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Statutes, this		(a) The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Statutes or by this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless to the

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No.	Existing	No.	New
	Constitution and to such resolutions, not being inconsistent with the said provisions and this Constitution, as may be prescribed by the Company in General Meeting; but no resolution made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made.		provisions of the Statutes, this Constitution and to such resolutions, not being inconsistent with the said provisions and this Constitution, as may be prescribed by the Company in General Meeting; but no. (b) <u>No</u> resolution made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made.
95(2)	<u>Directors may pay gratuity, pension, or allowance</u>	96(2) 95(2)	<u>Directors may pay gratuity, pension, or allowance</u>
	Without prejudice to the generality of the foregoing sub-clause the Directors may on behalf of the Company pay a gratuity pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependent of an employee or ex-employee, Director or former Director in such manner to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity pension or allowance and take out policies of insurance and pay the premiums reserved thereby.		Without prejudice to the generality of the foregoing sub-clause Article 96(1) , the Directors may on behalf of the Company: (a) <u>pay</u> a gratuity, pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependent of an employee or ex-employee, Director or former Director in such manner <u>and</u> to such extent as the Directors shall think fit; and (b) <u>for</u> these purposes, the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take out policies of insurance and pay the premiums reserved thereby.
95(3)	<u>Approval required for disposal of Company's undertaking or property by Directors</u>	96(3) 95(3)	<u>Approval required for disposal of Company's undertaking or property by Directors</u>
	Any acquisition or disposal by the Directors of the Company's undertaking or property shall be made in accordance with Section 223 of the Act.		Any acquisition or disposal by the Directors of the Company's undertaking or property shall be made in accordance with <u>Section 223 of the Act the Statutes and any relevant rules, regulations, and guidelines for the time being in force.</u>
96	<u>Power of Directors to borrow</u>	97 96	<u>Power of Directors to borrow</u>
	The Directors may exercise all the powers of the Company to borrow or secure money, and to mortgage or charge its property and to issue		The Directors may exercise all the powers of the Company to borrow or <u>raise money as they think proper and may</u> secure money <u>the repayment of such money in such</u>

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No.	Existing	No.	New
	Securities, whether outright or as a security for any debt, liability or obligation of the Company. Provided that the Directors shall not issue any debt securities convertible to ordinary shares without the prior approval of the Company in General Meeting.		<u>manner and upon such terms and conditions as the Directors think fit</u> , and to mortgage or charge its property and to issue Securities, whether outright or as a security for any debt, liability or obligation of the Company <u>as permitted by the Statutes</u> . Provided that the Directors shall not issue any debt securities convertible to ordinary shares without the prior approval of the Company in General Meeting.
97	<u>Seal and official seal</u>	<u>9897</u>	<u>Seal and official seal</u>
97(1)	The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors on their behalf; and every instrument to which the Seal shall be affixed shall be signed by at least two authorised officers, one of whom shall be a Director and another counter-signatory shall be either the Secretary or the second Director or some other person appointed by the Directors for that purpose.	<u>98(1)97(1)</u>	(a) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of <u>a resolution of</u> the Directors, or of a committee of the Directors authorised by the Directors on their behalf; <u>and every</u> . (b) <u>Every</u> instrument to which the Seal shall be affixed shall be signed by at least two <u>(2)</u> authorised officers, one of whom shall be a Director and another counter-signatory shall be either the Secretary or <u>the</u> second Director or some other person appointed by the Directors for that purpose.
97(2)	The Directors can use all the powers given under the Act for executing a document in accordance with Section 66(2) Act and such execution shall have the same effect as if the document is executed under the Seal of the Company.	<u>98(2)97(2)</u>	The Directors can use all the powers given under the Act for executing a document in accordance with Section 66(2) <u>of the</u> Act and such execution shall have the same effect as if the document is executed under the Seal of the Company.
98	<u>Official seal for use abroad</u>	<u>9998</u>	<u>Official seal for use abroad</u>
	The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.		The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
99	<u>Branch Register</u>	<u>10099</u>	<u>Branch Register</u>
	The Company may exercise the powers conferred upon the Company by Section 164 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provision of that Section) make and vary such regulations as they may think fit respecting the keeping of any such register.		The Company may exercise the powers conferred upon the Company by Section 164 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provision of <u>that Section the</u> Act) make and vary such regulations as they may think fit <u>respecting in respect of</u> the keeping of any such register.

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No.	Existing	No.	New
100	<u>Execution of negotiable instruments</u>	<u>101400</u>	<u>Execution of negotiable instruments</u>
	All cheques, promissory notes, drafts, bills of exchange and other negotiable instrument and receipts for or transferable instruments, in which the Company is in any way concerned or interested, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors shall from time to time by resolution determine.		All cheques, promissory notes, drafts, bills of exchange and other negotiable instrument and receipts for instruments or transferable instruments, in which the Company is in any way concerned or interested, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors shall from time to time by resolution determine.
101(1)	<u>Local boards or agencies</u>	<u>102(1)404(4)</u>	<u>Local boards or agencies</u>
	The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration and may delegate to any local board, manager, inspector, or agent, any of the powers, authorities and discretion vested in the Directors with power to sub-delegate, and may authorise the members of any local board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.		<p>(a) The Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration and.</p> <p>(b) <u>The Directors</u> may delegate to any local board, manager, inspector, or agent, any of the powers, authorities and discretion vested in the Directors with power to sub-delegate, and may authorise the members of any local board, or any of them to fill any vacancies therein, and to act notwithstanding despite vacancies, and any.</p> <p>(c) <u>Any</u> such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the</p> <p>(d) <u>The</u> Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.</p> <p>(e) Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member</p>

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No.	Existing	No.	New
			thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.
101(2)	<u>Powers of Attorney</u>	<u>102(2)49</u> <u>4(2)</u>	<u>Powers of Attorney</u>
	<p>The Directors may at any time, and from time to time, by Power of Attorney under the Company's Seal or such other manner authorised by the Act, appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of any of the members of any local board established as aforesaid, or in favour of any company, or of the members, directors, nominees, or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; any such Power of Attorney may contain such powers and provisions for the protection or convenience of persons dealing with such Attorney or Attorneys as the Directors may think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the power, authorities and discretions for the time being vested in them.</p>		<p>(a) The Directors may at any time, and from time to time, by Ppower of Aattorney under the Company's Seal or <u>in</u> such other manner <u>as</u> authorised by the Act, appoint any person or persons to be the Aattorney or Aattorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit; and any.</p> <p>(b) <u>Any</u> such appointment may (if the Directors think fit) be made in favour of any of the members of any local board established as aforesaid, or in favour of any company, or of the members, directors, nominees, or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; any.</p> <p>(c) <u>Any</u> such Ppower of Aattorney may contain such powers and provisions for the protection or convenience of persons dealing with such Aattorney or Attorneys as the Directors may think fit. Any and may also authorise any delegates or attorneys as aforesaid may be authorised by the Directors <u>attorney</u> to sub-delegate all or any of the powers, authorities and discretions for the time being vested in <u>him</u>them.</p>
101(3)	<u>General Advisers</u>	<u>102(3)49</u> <u>4(3)</u>	<u>General Advisers</u>
	<p>The Directors may from time to time appoint any person or persons to hold office as General Adviser or as Adviser to the Company at the Office or at any of the branches of the Company, for a period not exceeding one year from the</p>		<p>The Directors may from time to time appoint any person or persons to hold office as General Adviser or as Adviser to the Company at the Office or at any of the branches of the Company, for a period not exceeding one <u>(1)</u> year from the date of</p>

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No.	Existing	No.	New
	date of appointment, but at the expiration of such period the same person or persons may be re-appointed for another period not exceeding one year. It shall be the duty of a General Adviser or Adviser to assist the Company with his counsel and advise when so requested.		appointment, but at the expiration of such period the same person or persons may be re-appointed for another period not exceeding one (1) year. It shall be the duty of a General Adviser or Adviser to assist the Company with his counsel and advise when so requested.
102	<u>Vacation of office</u>	103 102	<u>Vacation of office</u>
102(1)	The office of a Director shall become vacant:- If he becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental disorder;	103(1) 102(1)	The office of a Director shall become vacant:- If he becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental disorder;
102(2)	If he becomes bankrupt during his term of office;	103(2) 102(2)	If he becomes bankrupt during his term of office;
102(3)	If he absents himself from the meetings of the Directors for a continuous period of three (3) months without having obtained special leave of absence from the Board of Directors and they have passed a resolution that he has by reason of such absence vacated his office;	103(3) 102(3)	If he absents himself from the meetings of the Directors for a continuous period of three (3) months without having obtained special leave of absence from the Board of Directors and they have passed a resolution that he has by reason of such absence vacated his office;
102(4)	If the Board shall receive from his written notice of his resignation in accordance with Section 208(2) and Section 208(3) of the Act;	103(4) 102(4)	If the Board of Directors shall receive from <u>him</u> his written notice of his resignation in accordance with Section 208(2) and Section 208(3) of the Act;
102(5)	If he becomes prohibited from being Director by reason of any order made under the provisions of the Act;	103(5) 102(5)	If he becomes prohibited from being Director by reason of any order made under the provisions of the Act;
102(6)	If he dies;	103(6) 102(6)	If he dies;
102(7)	If he is removed by a resolution of the Company in General Meeting in accordance with Section 206(2) of the Act;	103(7) 102(7)	If he is removed by a resolution of the Company in General Meeting in accordance with Section 206(2) of the Act;
102(8)	If he is disqualified by any of the provisions within Section 59 of the Financial Services Act 2013 or Section 198 or Section 199 of the Act.	103(8) 102(8)	If he is disqualified by any of the provisions within Section 59 of the Financial Services Act 2013 or Section 198 or Section 199 of the Act.
ROTATION OF DIRECTORS			
103	<u>Rotation and retirement of Directors</u>	104 103	<u>Rotation and retirement of Directors</u>
	An election of Directors shall take place each year at the annual General Meeting of the Company where one-third of the Directors for the time being, or the number nearest to one-third, shall retire		(1) An election of Directors shall take place each year at the annual Annual General Meeting of the Company where one-third of the Directors for the time being, or the number nearest

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No.	Existing	No.	New
	from office. All Directors shall retire from office at least once in every three (3) years. If there is only one (1) Director who is subjected to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election.		to one-third, shall retire from office. (2) All Directors shall retire from office at least once in every three (3) years. If there is only one (1) Director who is subjected to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election.
104	<u>Which Directors to retire</u>	<u>105104</u>	<u>Which Directors to retire</u>
	The Directors to retire in every year shall be those who have been longest in office since their appointment or last election. As between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.		The Directors to retire in every year shall be those who have been longest in office since their appointment or last election. As between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
105	<u>Filling of vacancy</u>	<u>106105</u>	<u>Filling of vacancy</u>
	The Company at the Meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person thereto, and in default the retiring Director shall be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and the said resolution is not carried.		The Company at the <u>General</u> Meeting at which a Director retires as aforesaid may fill the vacated office by appointing a person theretoto replace the retiring Director , and in default the retiring Director shall be deemed to have been re-elected unless at such <u>General</u> Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the <u>General</u> Meeting and the said resolution is not carried.
106	<u>Nomination of Director</u>	<u>107106</u>	<u>Nomination of Director</u>
	No person (unless he is a retiring Directors) not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting, unless notice in writing, signed by a nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election is given not less than eleven (11) clear days before the General Meeting and left at the Office, provided that in the case of persons recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the Members at least seven (7) days prior to the Meeting at which the election is to take place.		(1) No person (unless he is a retiring Directors) not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting, unless: (a) a notice in writing, signed by a nominee, giving his consent to the nomination and signifying his candidature for the office, or (b) the intention of such Member to propose him for election is given not less than eleven (11) clear days before the General Meeting and left at the Office,

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No.	Existing	No.	New
			<p>provided that in the case of persons recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and.</p> <p>(2) <u>The</u> notice of each and every candidature candidate for election to the Board of Directors shall be served on the Members at least seven (7) days prior to the <u>General</u> Meeting at which the election is to take place.</p>
107	<u>Directors' power to fill casual vacancy and make additional appointment</u>	<u>108</u> 107	<u>Directors' power to fill casual vacancy and make additional appointment</u>
	The Directors shall have power at any time to elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such Meeting.		<p>(1) The Directors shall have power at any time to elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p> <p>(2) Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the retirement of Directors by rotation at such <u>Annual General</u> Meeting.</p>
108	<u>Removal of Director</u>	<u>109</u> 108	<u>Removal of Director</u>
	The Company may by ordinary resolution, of which twenty eight (28) days' notice has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company that such Director may have for damages for breach of any contract of service between him and the Company.		The Company may by ordinary resolution, of which twenty eight (28) days' notice has been given to all Members entitled to receive notices, remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company <u>and such Director, without affecting any right</u> that such Director may have for damages for breach of any contract of service between him and the Company.
109(1)	<u>Appointment of Director in place of one removed</u>	<u>110</u> 109 (1)	<u>Appointment of Director in place of one removed</u>
	The Company may, subject to a twenty eight (28) days' notice being given to all Members entitled to receive notices, by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time as if he had become a		<p>(a) The Company may, subject to a twenty eight (28) days' notice being given to all Members entitled to receive notices, by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article.</p> <p>(b) A person appointed in place of a</p>

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No.	Existing	No.	New
	Director on the day on which the Director in whose place he is appointed was last elected a Director.		Director so removed 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 replaced was last elected a Director.
109(2)	<u>When resolution to remove a Director to take effect</u>	110(2) 109(2)	<u>When resolution to remove a Director to take effect</u>
	Notwithstanding Article 110 of this Constitution, if a Director was appointed to represent the interests of any particular class of Members or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed.		Notwithstanding <u>Despite</u> Article 110 111 of this Constitution, if a Director was appointed to represent the interests of any particular class of Members or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed.
109(3)	<u>Company's power to fill vacancy or appoint Director</u>	110(3) 109(3)	<u>Company's power to fill vacancy or appoint Director</u>
	Without prejudice to the powers of the Directors in this behalf, the Company may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.		Without prejudice to the powers of the Directors in this behalf, the Company may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
110	<u>Motion for appointment or reappointment of two or more Directors</u>	111 110	<u>Motion for appointment or reappointment of two or more Directors</u>
	A motion for the election or re-election of two or more persons as Directors of the Company by a single resolution shall not be made at a General Meeting of the Company unless a resolution that it shall be so made has first been agreed to by the Meeting without any vote being given against it.		A motion for the election or re-election of two (2) or more persons as Directors of the Company by a single resolution shall not be made at a General Meeting of the Company unless a resolution that it shall be so made has first been agreed to by the <u>General</u> Meeting without any vote being given against it.
PROCEEDINGS OF DIRECTORS			
111	<u>Meetings and quorum for transaction of business</u>	112 111	<u>Meetings and quorum for transaction of business</u>
111(1)	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined at least 51% of the number of Directors must be present to form a quorum. Question arising at any meeting shall be decided by a majority of votes.	112(1) 111(1)	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined at least <u>fifty one per cent (51%)</u> of the number of Directors must be present to form a quorum. <u>Questions</u> arising at any meeting shall be decided by a majority of votes.
111(2)	In case of an equality of votes the Chairman shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors	112(2) 111(2)	In case of an equality of votes the Chairman shall have a second or casting vote. However, in the case of an equality of votes and where two (2) Directors form a quorum,

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No.	Existing	No.	New
	form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote.		the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.
112	<u>Notice calling Meeting of Directors</u>	113 <u>112</u>	<u>Notice calling mMeeting of Directors</u>
	On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon every Director who is in Malaysia. Notice of every meeting of the Directors shall be given in writing and shall be served on each Director entitled to receive the notice either personally or by electronic mail or other electronic device or by sending it by post to him at his registered address for the service of such notice with not less than seven (7) days notice thereof unless such requirement is waived by all the eligible Directors.		(1) On the request of a Director, the Secretary shall at any time summon a meeting of the Directors by notice served upon every Director who is in Malaysia. (2) Notice of every meeting of the Directors shall be given in writing and shall be served on each Director entitled to receive the notice either personally or by electronic mail or other electronic device or by sending it by post to him at his registered address for the service of such notice with not less than seven (7) days' notice thereof unless such requirement is waived by all the eligible Directors.
113	<u>Meetings by telephone, electronic, etc</u>	114 <u>113</u>	<u>Meetings by telephone, electronic, etc</u>
113(1)	A person may participate in a meeting of the Board of Director or any committee of the Board of Director by conference telephone, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.	114(1) <u>113(1)</u>	A person may participate in a meeting of the Board of Directors or any committee of the Board of Director s by conference telephone, electronic or such other communication facilities which would permit all persons to participate in the meeting to communicate with each other <u>to participate</u> in the meeting to communicate with each other simultaneously and instantaneously.
113(2)	Participation by a person in a meeting by conference, telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he is not physically present at the venue where the meeting is to be held.	114(2) <u>113(2)</u>	Participation by a person in a meeting by conference, telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding despite the fact that he is not physically present at the venue where the meeting is to be held.
113(3)	For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.	114(3) <u>113(3)</u>	For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.
113(4)	Such a meeting shall not be deemed to have proceeded for such period or periods where the conference telephone, electronic or such other communication	114(4) <u>113(4)</u>	Such a meeting shall not be deemed to have proceeded for such period or periods where the conference telephone, electronic or such other communication facilities have been

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No.	Existing	No.	New
	facilities have been disconnected.		disconnected.
113(5)	The Chairman of such a meeting shall have the discretion to postpone the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.	114(5) 3(5)	The Chairman of such a meeting shall have the discretion to postpone <u>adjourn</u> the meeting which had been disconnected and which cannot be reconnected within a reasonable time, to another date and time to be agreed by the participants of the meeting.
114	<u>Chairman and Vice-Chairman</u>	115 114	<u>Chairman and Vice-Chairman</u>
	The Chairman, or, in the absence of the Chairman, the Vice-Chairman (if any), or, in the event that there are more than one Vice-Chairman, the senior in appointment among them, shall preside at the Meetings of the Directors. If such officers have not been appointed, or if no such officer is present within five (5) minutes after the time appointed for a Meeting, the Directors present shall choose one of their number to be Chairman at such Meeting.		(1) The Chairman, or, in the absence of the Chairman, the Vice-Chairman (if any), or, in the event that there are more than one Vice-Chairman, the senior in appointment among them, shall preside at the m Meetings of the Directors. (2) If such officers have not been appointed, or if no such officer is present within five (5) minutes after the time appointed for a m Meeting, the Directors present shall choose one of their number to be Chairman at such m Meeting.
115	<u>Power to appoint Committees</u>	116 115	<u>Power to appoint Committees</u>
	The Directors may appoint such other committees of the Directors consisting of such members of their body as they may from time to time think fit.		The Directors may appoint such other committees of the Directors consisting of such members of their body as they may from time to time think fit.
116	<u>Power to delegate powers to Committees</u>	117 116	<u>Power to delegate powers to Committees</u>
	The Directors may delegate any of their powers, other than the powers to borrow and make calls, to the Board committee appointed as aforesaid as they shall from time to time think fit.		The Directors may delegate any of their powers, other than the powers to borrow and make calls, to the Board committee <u>of the Directors</u> appointed as aforesaid as they shall from time to time think fit.
117	<u>Committees to conform to regulations</u>	118 117	<u>Committees to conform to regulations</u>
	The Board committee and any other committees so appointed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board of Director.		The Board committee <u>of the Directors</u> and any other committees so appointed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board of Directors.
118	<u>Continuing Directors or Director may appoint sufficient Directors to Board</u>	119 118	<u>Continuing Directors or Director may appoint sufficient Directors to Board</u>
	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number		The continuing Directors may act notwithstanding despite any vacancy in their body, but, if and so long as their

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	is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Directors or Director may, except in an emergency, act only for the purpose of appointing sufficient Directors to bring the Board up to that number, or summoning a General Meeting of the Company, notwithstanding that there shall not be quorum, but for no other purpose.		number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Directors or Director may, except in an emergency, act only for the purpose of appointing sufficient Directors to bring the Board <u>of Directors</u> up to that number, or summoning a General Meeting of the Company , <u>notwithstanding despite</u> that there shall not be quorum, but for no other purpose.
119	<u>All bona-fide acts valid notwithstanding</u>	<u>120119</u>	<u>All bona-fide acts valid notwithstanding</u>
	All acts bona-fide done by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.		All acts bona-fide done by any meeting of <u>the</u> Directors, or by a committee of Directors, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
120	<u>Resolution in Writing valid and effectual under certain circumstances</u>	<u>121120</u>	<u>Resolution in Writing valid and effectual under certain circumstances</u>
120(1)	A Resolution in Writing shall be as valid and effective as if it had been passed on the date on which it was signed by the last Director, provided that the following 2 conditions are satisfied:- (a) the resolution shall be signed by all Directors for the time being present in Malaysia and entitled to receive notice of meeting of the Directors; and (b) the number of Directors present in Malaysia and entitled to receive notice of a meeting of Directors shall not be less than 50% of the total number of Directors.	<u>121(1)120(1)</u>	<u>A resolution in writing signed or approved by letter or telefax or other electronic means by the majority of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.</u> <u>The effective date of a resolution in writing shall be the date on which it was signed or approved by the last Director.</u> A Resolution in Writing shall be as valid and effective as if it had been passed on the date on which it was signed by the last Director, provided that the following 2 conditions are satisfied:- (a) the resolution shall be signed by all Directors for the time being present in Malaysia and entitled to receive notice of meeting of the Directors; and (b) the number of Directors present in Malaysia and entitled to receive notice of a meeting of Directors shall not be less than 50% of the total number of Directors.
120(2)	A Resolution in Writing signed or approved by letter or telefax or other electronic means shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided the above	<u>121(2)120(2)</u>	A Resolution in Writing signed or approved by letter or telefax or other electronic means shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided the above conditions are satisfied.

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No.	Existing	No.	New
	conditions are satisfied. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors, all of which taken together and when delivered to the Secretary shall constitute one and the same resolution.		Any such resolution <u>in writing</u> may consist of several documents in like form, each signed <u>or approved</u> by one (1) or more Directors, all of which taken together and when delivered to the Secretary shall constitute one and the same resolution.
121	<u>Proper minutes of all appointment and proceedings</u>	<u>122121</u>	<u>Proper minutes of all appointment and proceedings</u>
	The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointment of Directors and Secretaries made by the Directors, of the proceedings of all meeting of Directors and committee of Directors and of the attendances thereat, and of the proceedings of all Meetings of the Company, and all business transacted, resolutions passed and orders made at such Meetings, and any such minutes of any Meeting, if purported to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.		<p>(1) The Directors shall cause proper minutes to be made in books to be provided for the purpose:</p> <p>(a) of all appointments of Directors and Secretaries made by the Directors;</p> <p>(b) of the proceedings of all meetings of the Directors and committees of the Directors and of the attendances <u>thereat, at such meetings;</u> and</p> <p>(c) of the proceedings of all <u>M</u>meetings of the Company, and all business transacted, resolutions passed and orders made at such <u>M</u>meetings, <u>and any.</u></p> <p>(2) <u>Any</u> such minutes of any <u>M</u>meetings, if purported to be signed by the Chairman of such <u>M</u>meeting, or by the Chairman of the next succeeding <u>M</u>meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts <u>therein</u> stated <u>in the minutes.</u></p>
DIVIDENDS AND RESERVES			
122	<u>Payment of dividends</u>	<u>123122</u>	<u>PaymentDistribution of dividends</u>
	Subject to Section 51 of the Financial Services Act 2013, and to any rights or privileges for the time being attaching to any share in the capital of the Company having preferential or special rights in regard to dividend, the profits or other monies of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.		Subject to Section 51 of the Financial Services Act 2013, and to any rights or privileges for the time being attaching to any share in the capital of the Company having preferential or special rights in regard to dividend, the profits or other monies of the Company available for dividend shall be applied in <u>paymentdistribution</u> of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up <u>thereon</u> respectively otherwise than in advance of calls.

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No.	Existing	No.	New
123	<u>Declaration of dividend</u>	<u>124</u> 123	<u>Declaration of dividend</u>
	The Directors may subject to Sections 131 to 133 of the Act and with the sanction of a General Meeting, from time to time declare dividends, if the Company is solvent, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend. A declaration by the Directors as to the amount of the profits of other monies at any time available for dividends shall be conclusive. The Directors may only authorise the payment of any dividends (including interim dividends) if the Directors are satisfied that the Company will be solvent after the payment of dividends is made.		<p>(1) The Directors may, subject to Sections 131 to 133 of the Act and with the sanction of a General Meeting, from time to time declare and distribute dividends, if the Company is solvent, but no such dividend shall (except as by the Statutes expressly authorised) be payable<u>distributed</u> otherwise than out of the profits of the Company. The Directors may if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare an interim dividend.</p> <p>(2) A declaration by the Directors as to the amount of the profits of other monies at any time available for dividends shall be conclusive. The Directors may only authorise the payment<u>distribution</u> of any dividends (including interim dividends) if the Directors are satisfied that the Company will be solvent after the payment<u>distribution</u> of dividends is made.</p>
124	<u>Dividend in specie</u>	<u>125</u> 124	<u>Dividend in specie</u>
	With the sanction of a General Meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other Securities of this or any other Company, or of any other property suitably for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interest in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member. Where required a proper contract shall be filed pursuant to Section 78 of the Act and the		<p>(1) With the sanction of a General Meeting, Any authorisation by the Directors in relation to the declaration and distribution of a dividend pursuant to the preceding Article may resolve that such dividend be distributed dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other Securities of this <u>Company</u> or any other C<u>company</u>, or of any other property suitably<u>suitable</u> for distribution as aforesaid.</p> <p>(2) The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the</p>

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No.	Existing	No.	New
	Director may appoint any person to sign such contract on behalf of the Members or any of them.		<p>Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interest in the property, and no valuation, adjustment or arrangement so made shall be questioned by any Member.</p> <p>(3) Where required a proper contract shall be filed pursuant to Section 78 of the Act and the Director may appoint any person to sign such contract on behalf of the Members or any of them.</p>
125(1)	<u>Reserve funds</u>	<u>126(1)+2</u> <u>5(1)</u>	<u>Reserve funds</u>
	The Directors shall, before recommending the payment of any dividend, set aside, out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to comply with the requirement of or under the Financial Services Act 2013, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds.		The Directors shall, before recommending <u>authorising</u> the payment <u>distribution</u> of any dividend, set aside, out of the profits of the Company such sum or sums as may be prescribed, or such additional sums as they deem fit, to comply with the requirement of or under the Financial Services Act 2013, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds.
125(2)	<u>Application of reserve funds</u>	<u>126(2)+2</u> <u>5(2)</u>	<u>Application of reserve funds</u>
	Subject to any provisions to the contrary contained in the Statutes, any such reserve fund or part thereof shall be applicable for meeting contingencies, or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Directors shall at their absolute discretion think conducive to the interests of the Company, and pending such application the Directors may invest the sums set aside for such reserve fund or funds upon such investments as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and employ the reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets.		<p>Subject to any provisions to the contrary contained in the Statutes, any such reserve fund or part thereof <u>reserve funds</u> shall be applicable for-:</p> <p>(a) <u>meeting contingencies</u>, or for;</p> <p>(b) <u>equalising dividends</u>, or for;</p> <p>(c) <u>special dividends</u>, or for;</p> <p>(d) <u>repairing, improving and maintaining any of the property of the Company</u>; or for</p> <p>(e) <u>such other purposes as the Directors shall at their absolute discretion think conducive to the interests of the Company</u>, and pending.</p> <p><u>Pending</u> such application, the Directors may invest the sums set aside for such reserve fund or <u>reserve</u> funds upon such investments as they may think fit, and from time to time may deal with and vary such</p>

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No.	Existing	No.	New
			investments and dispose of all or any part thereof of the reserve funds for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and employ the reserve fund or funds or any part thereof <u>reserve funds</u> in the business of the Company without being bound to keep the same separate from the other assets.
126	<u>Notice of dividend</u>	127 <u>126</u>	<u>Notice of dividend</u>
	Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company.		Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under this Constitution to receive notices from the Company.
127	<u>Debts may be deducted</u>	128 <u>127</u>	<u>Debts may be deducted</u>
	The Directors may deduct from any dividend, bonus or other monies payable in respect of any shares held by a Member all such sums of money (if any) as may be due and payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.		The Directors may deduct from any dividend, bonus or other monies payable in respect of any shares held by a Member all such sums of money (if any) as may be due and payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
128	<u>Payment by cheque or warrant or electronic transfer</u>	129 <u>128</u>	<u>Payment by cheque or warrant or electronic transfer</u>
	Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid by cheque or warrant payable to the order of the Member registered in the Record of Depositors or through a crediting of funds into a specified bank account of such Member.		Any dividend, instalment of dividend, bonus or interest in respect of any share may be paid <u>distributed</u> by cheque or warrant payable to the order of the Member registered in the Record of Depositors or through a crediting of funds into a specified bank account of such Member.
129	<u>Payment by post and discharge</u>	130 <u>129</u>	<u>Payment by post and discharge</u>
	Every such cheque or warrant shall be sent by post to the last registered address of a Member appearing on the Record of Depositors or to such person and to such address as a Member may in writing direct and the receipt of such a Member or any confirmation of the crediting of funds by the relevant financial institution for which the specified bank account of such Member is held, shall be a good discharge to the Company for all dividends, bonuses, or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.		<u>(1)</u> Every such cheque or warrant shall be sent by post to the last registered address of a Member appearing on the Record of Depositors or to such person and to such address as a Member may in writing direct and the receipt of such a Member or any confirmation of the crediting of funds by the relevant financial institution for <u>with</u> which the specified bank account of such Member is held, shall be a good discharge to the Company for all dividends, bonuses, or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person

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No.	Existing	No.	New
			entitled to the money represented thereby. (2) <u>The Company shall not be responsible for the loss of any cheque or warrant which shall be sent by post duly addressed to the Member for whom it is intended.</u> (3) <u>The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</u>
130	<u>Proportionality</u>	131 130	<u>Proportionality</u>
	Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid proportionately to the capital paid up on the shares on which the dividend is paid, but if any shares are issued on terms providing that they shall rank for dividend as from a specified date to a specified extent, they shall rank for dividend accordingly.		Unless otherwise provided by the rights attached to shares or the terms of their issue, all dividends shall be declared and paid <u>distributed</u> proportionately to the capital paid up on the shares on which the dividend is paid <u>distributed</u> , but if any shares are issued on terms providing that they shall rank for dividend as from a specified date to a specified extent, they shall rank for dividend accordingly.
131	<u>No interest on unpaid dividend</u>	132 131	<u>No interest on unpaid dividend</u>
	No unpaid dividend, bonus or interest shall bear interest as against the Company unless otherwise provided by the rights attached to the share.		No unpaid dividend, bonus or interest shall bear interest as against the Company unless otherwise provided by the rights attached to the share.
132	<u>Unclaimed dividends may be invested</u>	133 132	<u>Unclaimed dividends may be invested</u>
	All dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965.		All <u>Subject to the Unclaimed Monies Act, 1965, all</u> dividends unclaimed for one (1) year, subject to the Unclaimed Monies Act, 1965 after having been declared, may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965.
CAPITALISATION OF PROFITS AND RESERVES			
133(1)	<u>Capitalisation of profits and reserves</u>	134(1) 133(1)	<u>Capitalisation of profits and reserves</u>
	The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve funds, or to the credit of the profit and loss account, or otherwise available for distribution; and accordingly that such sum be set free for		(a) <u>The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being</u> (i) <u>standing to the credit of the Company's reserve funds,</u> or

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	<p>distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed and credited as fully paid up to amongst such Members or their nominees in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>Provided that a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid bonus shares.</p>		<p>(ii) <u>standing</u> to the credit of the profit and loss account; or</p> <p>(iii) otherwise available for distribution; and accordingly.</p> <p>(b) <u>Such resolution shall provide</u> that such sum <u>shall</u> be set free for distribution amongst the Members who would have been entitled thereto to such sum if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards -;</p> <p>(i) <u>paying up</u> any amounts for the time being unpaid on any shares held by such Members respectively; or</p> <p>(ii) <u>paying up</u> in full unissued shares or debentures of the Company to be allotted and distributed and credited as fully paid up to <u>amongst</u> such Members or their nominees in the proportion aforesaid,</p> <p>or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.</p> <p>Provided that a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid bonus shares.</p>
133(2)	<u>Fractional certificates</u>	134(2) 133(2)	<u>Fractional certificates</u>
	<p>Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all the Members entitled thereto or their nominees, into</p>		<p>(a) <u>Whenever</u> such a resolution as aforesaid shall have been passed, the Directors shall -;</p> <p>(i) <u>make</u> all appropriations and applications of the amounts resolved to be capitalised thereby, and;</p> <p>(ii) <u>make</u> all allotments and issues of fully paid shares or debentures, if any; and</p> <p>(iii) <u>generally</u> shall do all acts and things required to give effect thereto, to such resolution,</p> <p>with full power to the Directors to</p>

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No.	Existing	No.	New
	an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members and their nominees.		make such provision for the satisfaction of the right of any Member under such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and . (b) <u>The Directors shall</u> also to authorise any person to enter, on behalf of all the Members entitled thereto or their nominees, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalisation ; , and any agreement made under such authority shall be effective and binding on all such Members and their nominees.
ACCOUNTS			
134	<u>Books of account</u>	<u>135134</u>	<u>Books of account</u>
	The Directors shall cause proper books of account to be kept in accordance with the Act which shall give a true and fair view of the state of the Company's affairs and explain its transactions.		The Directors shall cause <u>ensure that</u> proper books of account to be kept in accordance with the Act which shall <u>give</u> a true and fair view of the state of the Company's affairs and explain <u>explaining</u> its transactions.
135	<u>Where to be kept</u>	<u>136135</u>	<u>Where to be kept</u>
	The books of account shall be kept at the Office or, subject to be provisions of Section 245 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.		The books of account shall be kept at the Office or, subject to the <u>be</u> provisions of Section 245 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
136	<u>Inspection by Members</u>	<u>137136</u>	<u>Inspection by Members</u>
	The Directors shall from time to time determine whether and to what extent and what time and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by a resolution of the Company in General Meeting.		The Directors shall from time to time determine whether and to what extent and what time and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the <u>Statutes</u> or authorised by the Directors or by a resolution of the Company in General Meeting.
137	<u>Audited Financial Statements and Directors and Auditor's report</u>	<u>138137</u>	<u>Audited Financial Statements and Directors' and Auditor's report</u>

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No.	Existing	No.	New
	The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' Reports relating to it shall not exceed four (4) months.		The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' Reports relating to it shall <u>be as determined by the Statutes, regulations and rules as may be amended, modified or varied from time to time, and other relevant regulatory bodies not exceed four (4) months.</u>
138	<u>Members to have copies of accounts</u>	<u>139138</u>	<u>Members to have copies of accounts</u>
138(1)	A copy of every audited financial statements (including every document required by law to be annexed thereto) which is to be laid before the Company in the General Meeting, together with a copy of the Auditor's Report in printed form or in CD-ROM form or in such form of electronic media or any combination thereof, shall not less than twenty-one (21) days before the date of the Meeting be delivered or sent by post to every Member of and every holder of debentures of the Company. Provided that this Constitution shall not require a copy of those documents to be sent to any Member of whose address the Company is not aware.	<u>139(1)138(1)</u>	A copy of every <u>the</u> audited financial statements (including every document required by law to be annexed thereto to the said audited financial statements) which is to be laid before the Company in the General Meeting, together with a copy of the Auditor's Report in printed form or in CD-ROM form or in such form of electronic media or any combination thereof <u>permitted under the Listing Requirements</u> , shall not less than twenty-one (21) days before the date of the <u>General Meeting</u> be delivered or sent by post to every Member of and every holder of debentures of the Company. Provided that this Constitution shall not require a <u>No</u> copy of those documents <u>is</u> to be sent to any Member of whose address the Company is not aware.
138(2)	The requisite copies of each of the documents as referred to above shall at the same time be forwarded to the Bursa Malaysia Securities Berhad.	<u>139(2)138(2)</u>	The requisite copies of each of the documents as referred to above shall at the same time be forwarded to the <u>Bursa Malaysia</u> Securities Berhad.
AUDIT			
139	<u>Audit provisions</u>	<u>140139</u>	<u>Audit provisions</u>
	Auditors shall be appointed in accordance with Section 271 of the Act and their duties regulated in accordance with Section 266 of the Act. No person may be appointed as auditor of the company if he cannot consent to be appointed as auditor under Section 264(1) of the Act.		Auditors shall be appointed in accordance with Section 271 of the Act and their <u>remuneration, rights and duties shall be</u> regulated in accordance with Section 266 of the Act <u>and the Listing Requirements, where applicable.</u> No person may be appointed as auditor of the company if he cannot consent to be appointed as auditor under Section 264(1) of the Act.
140	<u>How notices to be served on Members</u>	<u>141140</u>	<u>How notices are to be served on Members</u>
	A notice shall be in writing and such notice may be served or delivered to any Member in the following manner at the election of the Company: (1) personally; or		A notice shall be in writing and such notice may be served or delivered to any Member in the following manner at the election of the Company: (1) personally; or

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No.	Existing	No.	New
	<p>(2) by sending it by post to the Member to his registered address or (if he has no registered address within Malaysia) to the address if any in Malaysia supplied by him to the Company as appearing in the Record of Depositors for the giving of notice to him; or</p> <p>(3) by sending it using electronic communications; or</p> <p>(4) in a combination of both by post and electronic communications.</p>		<p>(2) by sending it by post to the Member to his registered address or (if he has no registered address within Malaysia) to the address if any in Malaysia supplied by him to the Company as appearing in the Record of Depositors for the giving of notice to him; or;</p> <p>(3) by sending it using electronic communications; or</p> <p>(4) in a combination of both by post and electronic communications.</p>
141	<u>Notice by way of electronic means</u>	142 141	<u>Notice by way of electronic means</u>
141(1)	<p>Subject to the Act and Listing Requirements in relation to the electronic communication, any notice or document (including the annual report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by its Directors, to the Member may be given, sent or served using electronic communications in the following manner:-</p> <p>to the electronic address provided by that Member to the Company. For clarity, the electronic contact details of a Member as provided to the Central Depository shall be deemed as the last known address provided by the Members to the Company for purposes of electronic communication with the Members; or</p>	142(1) 141(1)	<p>Subject to the Act and Listing Requirements in relation to the electronic communication, any notice or document (including the annual report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by its Directors, to the Member may be given, sent or served using electronic communications in the following manner:-</p> <p>(a) to the electronic address provided by that Member to the Company. For clarity, the electronic contact details of a Member as provided to the Central Depository shall be deemed as the last known address provided by the Members to the Company for purposes of electronic communication with the Members; or</p>
141(2)	<p>by making it available on a website prescribed by the Company from time to time. For clarity, the Company shall separately and immediately notify the Member in writing (either by sending to the Member personally or through the post to his registered address, within Malaysia or using the electronic communications) such publication of notice or document on the website and state the designated website link or address where a copy of the notice or document may be downloaded.</p>		<p>(b) by making it available on a website prescribed by the Company from time to time. For clarity, the Company shall separately and immediately notify the Member in writing (either by sending to the Member personally or through the post to his registered address, within Malaysia or using the electronic communications) such publication of notice or document on the website and state the designated website website link or address where a copy of the notice or document may be downloaded.</p>
142	<u>Notice exhibited at the Office</u>	143 142	<u>Notice exhibited at the Office</u>
	Without prejudice to the last preceding Article, a notice exhibited at the Office		Without prejudice to the last preceding Article, a notice exhibited at the Office shall

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	shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article upon the day it was first exhibited.		be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article upon the day it was first exhibited.
143	<u>Service of documents other than notice</u>	144 143	<u>Service of documents other than notice</u>
	Any document other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under this Constitution, and in the case where notice might be given exhibiting the same at the Office such document shall be deemed to be duly served if the same is available for him at the Office and the notice exhibited so states.		Any document other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under this Constitution, and in the case where notice might be given exhibiting the same at the Office such document shall be deemed to be duly served if the same is available for him at the Office and the notice exhibited so states.
144	<u>When notice by post deemed served</u>	145 144	<u>When notice by post deemed served</u>
	Any notice or document if sent by post shall be deemed to be given or served where the address is an address in Peninsular Malaysia, forty-eight (48) hours after the notice or document is put into the post and where the address is outside Peninsular Malaysia, seven (7) days after notice or document is put into the post.		Any notice or document if sent by post shall be deemed to be given or served where on the address is an address in Peninsular Malaysia, forty-eight (48) hours after day on which the notice or document is put into the post and where the address is outside Peninsular Malaysia, seven (7) days after notice or document is put into the post.
145	<u>When notice given by electronic communication deemed served</u>	146 145	<u>When notice given by electronic communication deemed served</u>
	Any notice or document if given, sent or served by electronic communication to the electronic address of a Member shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server of facility operated by the Company or its service provider to the electronic address of such Member provided always that Company obtains the reply message or other applicable proof indicating that the electronic communication has been delivered.		Any notice or document if given, sent or served by electronic communication to the electronic address of a Member shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server of facility operated by: (a) <u>the Company;</u> or (b) <u>its service provider;</u> to the electronic address of such Member, provided always that <u>the</u> Company obtains the reply message or other applicable proof indicating that the electronic communication has been delivered.
WINDING UP			
146	<u>Distribution of assets</u>	147 146	<u>Distribution of assets</u>
	If the Company shall be wound up, subject to due provision being made satisfying the claims of any holders of shares having attached thereto any special rights in regard to the repayment		If the Company shall be wound up, subject to; (a) <u>due provision beingshall be made satisfyingby setting aside sufficient</u>

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No.	Existing	No.	New
	of capital, the surplus assets shall be applied in repayment of the capital paid up or credited as paid up on the ordinary shares at the commencement of the winding-up.		<u>assets to satisfy</u> the claims of any holders of shares having attached thereto any special rights in regard to the repayment of capital ; <u>and</u> (b) the surplus assets <u>(if any)</u> shall be applied in repayment of the capital paid up or credited as paid up on the ordinary shares at the commencement of the winding-up.
147	<u>Distribution of assets in specie</u>	148 147	<u>Distribution of assets in specie</u>
147(1)	If the Company shall be wound up, the liquidators may, with the sanction of a Special Resolution and any other sanction required by the Act, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution was a Special Resolution passed pursuant to Section 457 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section.	148(1) 147(1)	If the Company shall be wound up, the liquidators may, with the sanction of a Special Resolution and any other sanction required by the Act, divide among the Members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution was a Special Resolution passed pursuant to Section 457 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section.
147(2)	On the voluntary liquidation of the Company no commission or fee shall be paid to a liquidator unless it shall have been ratified by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the Meeting at which it is to be considered.	148(2) 147(2)	On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been ratified by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the <u>General</u> Meeting at which it is to be considered.
INDEMNITY			
148	<u>Indemnity</u>	149 148	<u>Indemnity</u>
	Save and except so far as the provision of this Constitution shall be avoided by Section 288 of the Act, every Director, manager, Secretary and other officer and servant of the Company and each of		Save and except so far as the provision of this Constitution shall be avoided by Section 288 of the Act, every Director, manager, Secretary and other officer and servant of the Company and each of them

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No.	Existing	No.	New
	<p>them and their respective heirs executors and administrators shall be indemnified by the Company against all costs losses damages and expenses which any such Director, manager, Secretary or other officer or servant may incur or become liable to, by reason of any covenant contract or agreement entered into or act or deed done by him as such Director, manager or other officer or servant in carrying into effect the objects and purposes of the Company or any of them, or in or about any action suit or proceeding connected with the affairs thereof or otherwise in or about the execution of his office unless the same shall be incurred or occasioned by his own willful act or default. In particular and without prejudice to the generality of the foregoing every Director, Manager, Auditor, Secretary and other officer or servant for the time being of the Company shall be indemnified out of the funds and assets of the Company from and against all liability incurred by him as such Director, manager, Auditor, Secretary, officer or servant in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court from liability for negligence, breach of duty, default or breach of trust in relation to the affairs of the Company.</p>		<p>and their respective heirs executors and administrators shall be indemnified by the Company against all costs losses damages and expenses which any such Director, manager, Secretary or other officer or servant may incur or become liable to, by reason of any covenant contract or agreement entered into or act or deed done by him as such Director, manager or other officer or servant in carrying into effect the objects and purposes of the Company or any of them, or in or about any action suit or proceeding connected with the affairs thereof or otherwise in or about the execution of his office unless the same shall be incurred or occasioned by his own willful act or default. In particular and without prejudice to the generality of the foregoing every Director, Manager, Auditor, Secretary and other officer or servant for the time being of the Company shall be indemnified out of the funds and assets of the Company from and against all liability incurred by him as such Director, manager, Auditor, Secretary, officer or servant in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court from liability for negligence, breach of duty, default or breach of trust in relation to the affairs of the Company.</p>
149	<u>Information of shareholding</u>	<u>150149</u>	<u>Information of shareholding</u>
149(1)	<p>The Company may require any information of a Member.</p> <p>The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-</p> <p>(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and</p> <p>(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</p>	<u>150(1)149</u>	<p>The Company may require any information of a Member.</p> <p>The Company may by notice in writing require any Member within such reasonable time as specified in the notice:-</p> <p>(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and</p> <p>(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.</p>

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No.	Existing	No.	New
	their interest.		
149(2)	<p>The Company may require any information of beneficial interest.</p> <p>Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-</p> <p>(a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and</p> <p>(b) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.</p>	<p>150(2)44 9(2)</p>	<p>The Company may require any information of beneficial interest.</p> <p>Where the Company is informed in pursuance of a notice given to any person hereof that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-</p> <p>(a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and</p> <p>(b) if he holds the interest as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable them to be identified and the nature of their interest.</p>
149(3)	<p>Member to inform Company.</p> <p>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.</p>	<p>150(3)44 9(3)</p>	<p>Member to inform Company.</p> <p>The Company may by notice in writing require a Member to inform the Company, within such reasonable time as is specified in the notice,-;</p> <p>(a) 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,</p> <p>(b) if so, he has to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.</p>
ALTERATION OF CONSTITUTION			
150	<u>Alteration of Constitution</u>	151 450	<u>Alteration of Constitution</u>
	Subject to the Act, the Company may by Special Resolution add to, amend or delete any of these Articles of the Constitution.		Subject to the Act, the Company may by Special Resolution add to, amend or delete any of these Articles of the <u>this</u> Constitution.
AUTHENTICATION OF DOCUMENTS			
151	<u>Authentication of documents</u>	152 451	<u>Authentication of documents</u>
	Any Director or the Secretary or any person appointed by the Directors for		Any Director or the Secretary or any person appointed by the Directors for the purpose

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No.	Existing	No.	New
	the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts and need not be made under the Seal; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.		shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts and need not be made under the Seal; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
EFFECT OF THE LISTING REQUIREMENTS			
151	<u>Effect of the Listing Requirements</u>	153 <u>154</u>	<u>Effect of the Listing Requirements</u>
151(1)	Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done the act shall not be done;	153(1) <u>154(1)</u>	Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done the act shall not be done;
151(2)	Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done;	153(2) <u>154(2)</u>	Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done;
151(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);	153(3) <u>154(3)</u>	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);
151(4)	If the Listing Requirements require this Constitution to contain a provision and they do not contain such provision, this Constitution are deemed to contain that provision;	153(4) <u>154(4)</u>	If the Listing Requirements require this Constitution to contain a provision and they do not <u>it does</u> not contain such provision, this Constitution are <u>is</u> deemed to contain that provision;
151(5)	If the Listing Requirements require this Constitution not to contain a provision and they contain such a provision, this Constitution are deemed not to contain that provision;	153(5) <u>154(5)</u>	If the Listing Requirements require this Constitution not to contain a provision and they contain <u>it contains</u> such a provision, this Constitution are <u>is</u> deemed not to contain that provision;
151(6)	If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are deemed not to contain that provision to the extent of the inconsistency.	153(6) <u>154(6)</u>	If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution are <u>it is</u> deemed not to contain that provision to the extent of the inconsistency.