

THE COMPANIES ACT, 2016
A PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MIDF AMANAH ASSET MANAGEMENT BERHAD
(Company No. 11804-D)

(as adopted by Special Resolution passed on 24 June 2019)

THE COMPANIES ACT, 2016
COMPANY LIMITED BY SHARES
CONSTITUTION
OF
MIDF AMANAH ASSET MANAGEMENT BERHAD
(Company No. 1 1804-D)

Incorporated on the *29th February 1972*

1. The Company's name is "MIDF Amanah Asset Management Berhad".
2. The Registered Office of the Company will be situated in Malaysia.
3. The Company shall achieve its commercial objectives following Shariah principles provided always that nothing in this Constitution contained shall empower the Company to carry on any business or do anything involving any element which is not approved by the religion of Islam.
4. The liability of the Members of the Company is limited.
5. Subject to the Applicable Laws, the share capital of the Company is its issued shared capital. The shares in the original or any increased capital 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.

THIRD SCHEDULE

Third Schedule excluded 6. The Third Schedule of the Act shall not apply to the Company, except insofar as the same are repeated or contained in this Constitution.

INTERPRETATIONS

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

WORDS

The Act

Applicable Laws

The Company

The Office

Day(s)

MEANINGS

The Companies Act, 2016 of Malaysia and any statutory modifications, rules and regulations or replacement thereof;

Means all relevant rules, regulations, guidelines, directives, practice notes, guidance notes passed or issued by any relevant authority for the time being in force applying to or affecting the Company and/or this Constitution which shall include where applicable, the Act, the Capital Market Services Act 2007, the Securities Commission Licensing Handbook, Application for Establishment of Foreign Fund Management Companies Under the Special Scheme, Guidelines on Islamic Fund Management, Guidelines on Compliance Function for Fund Managers, the legislation, rules, regulations, guidelines, directives, practice notes, guidance notes and other requirements in respect of which the Company is subjected to, as the case may be.

MIDF Amanah Asset Management Berhad

The Registered Office for the time being of the Company

Clear day(s)

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| The Seal | The common seal of the Company |
| The Directors | The directors for the time being of the Company |
| The Secretary | Any person appointed to perform the duties of the Secretary of the Company including any person appointed temporarily |
| Month | Calendar month |
| Year | Calendar year |

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

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

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

Words importing persons shall include corporations.

The expressions "share" and "shareholder" shall include "stock" and "stockholder" and the expression "debenture" and "debenture-holder" shall include "debenture stock" and "debenture-stockholder".

Subject as aforesaid words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1948 and 1967 (consolidated and revised 1989) and of the Act as in force at the date at which this Constitution becomes binding on the Company.

PUBLIC COMPANY

8. The company is a public company.

SHARES

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| Issue of Shares and Redeemable Preference Shares | 9. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred, or other special rights or restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to such resolution of the Company as required by law, determine and subject to Section 72 of the Act, any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are, liable to be redeemed. |
| Shares to be offered to members before Issue Commission | 10. Any shares or the time being unissued and any new shares from time to time to be created shall before they are issued be offered to the members in proportion as nearly as may be to the number of shares held by them. |
| | 11. Deleted. |
| Trusts not to be recognised | 12. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share other than an absolute right to the entirety thereof in the registered holder except only as by this Constitution otherwise provided for or as required by law. |
| Issue of Share Certificates | 13. Every member shall be entitled, without payment, to receive within two months after allotment or within one month after lodgment of transfer one certificate under seal for all the shares registered in his name, specifying the shares to which it relates and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them shall be sufficient delivery to all. |
| Issue of new Certificate in lieu of one defaced or destroyed | 14. If a share certificate be worn out, deface, lost or destroyed, it may be renewed on payment of such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law plus the amount of proper duty or taxes with which each such certificate is chargeable under any law for the time being in force and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit, and in the case of defacement or wearing out, on delivery of the old certificate. |
| Company to have paramount lien | 15. The Company shall have a first and paramount lien upon all shares (not being a fully paid share) registered in the name of any member, either alone or jointly with any other person, for his debts liabilities and engagements whether the period for the payment, fulfillment or discharge, thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in |

respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution.

Enforcing lien by sale 16. The Directors may sell any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the money in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfillment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfillment or discharge shall have been made by him or them for fourteen days after such notice.

Evidence 17. To give effect to any sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of proceeds 18. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance of any shall be paid to the member or the person (if any) entitled by transmission to the shares sold.

Member not entitled to dividend or to vote until calls paid 19. No member shall be entitled to receive any dividend or to exercise any privileges as a member until he has paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with compensation and expenses (if any).

CALLS ON SHARES

Directors may make calls 20. The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit and not by the conditions of allotment of shares made payable at fixed date, provided that fourteen days notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the Company. A call may be made payable by the instalments and at the times and places appointed by the Directors.

Call 21. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. Such resolution may authorize the call to be paid by instalments.

Joint holders 22. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect of their shares.

Unpaid calls 23. If before or on the day appointed for payment thereof a call, money or instalment payable in respect of a share is not paid, the holder of allottee of such share or his legal personal representative from whom the same is due shall pay compensation on the amount of the call or instalment at such rate not exceeding the compensation rate as prescribed in the Act as the Directors shall determine from the day appointed for payment thereof to the date of actual payment, but the Directors shall be at liberty to waive payment of that compensation and expenses wholly or in part.

Automatic calls 24. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall 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 compensation and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided.

Payment of calls 25. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

Advance calls on 26. The Directors may, if they think fit, receive from any member willing to advance payment all or any part of the money uncalled and unpaid upon any shares held by him, and upon the money so advanced is received by the Directors from the member become payable, the Company may pay such return as prescribed in the Act as may be agreed between the Directors and the members paying the sum in advance, unless the Company in a general meeting otherwise directs.

TRANSFER OF SHARES

Transfer in writing 27. Subject to this Constitution, the Act and other written laws, shares in the Company shall be transferable by a duly executed and stamped instrument of transfer, and shall be lodged at the Office accompanied by the certificate of the shares to be transferred (if any) and such other evidence (if any) as

the Directors may reasonably require to show the right of the transferor to make the transfer.

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| Instrument in Transfers | 28. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. |
| Directors may refuse registration of transfer | 29. The Directors, may, in their discretion, refuse or delay to register a transfer of any share to any person of whom they do not approve, and they may also refuse or delay to register a transfer of any share on which the Company has a lien. If the Directors refuse to register a transfer they shall pass a resolution which sets out in full the reasons for refusing or delaying the registration within thirty days after the date on which the transfer was lodged with the Company and send to the transferee notice of the refusal in accordance with the Act. |
| | 30. Deleted. |
| | 31. Deleted. |
| Transfer fee | 32. The Company shall be entitled to charge a fee being a sum of money to be paid in advance as the Directors may from time to time determine and which the Company may be permitted to charge by law, for the registration of every transfer, plus the amount of the proper duty or taxes with which each certificate may be issued upon request by the transferee in consequence of the registration of such transfer is chargeable under any law for the time being in force. |
| Closing of registers | 33. The registration of transfer may be suspended at such times and for such periods as Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. |

TRANSMISSION OF SHARES

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| Transmission | 34. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole or only surviving holder 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 member from any liability in respect of any share held by him. |
| Person entitled to receive and give discharge for dividend | 35. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or, privileges as a member unless and until he shall be registered as a member in respect of the share. |

FORFEITURE OF SHARES

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| Notice to pay calls | 36. If any member fails to pay the whole or any part of any call or instalment of a call within or before the stipulated time, the Directors may serve a notice on him or on the person entitled to the share by transmission requiring him to pay the amount that as remains unpaid, together with any compensation, and any expenses that may have accrued by reason of such non-payment. |
| Form of Notice | 37. The notice shall specify a date on or before which the payment is to be made, and shall state that in the event of non-payment on or before the specified date the shares in respect of which the call was made is liable to be forfeited. |
| Shares Forfeiture | 38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given shall be forfeited by a resolution of the Directors unless the payment as required by the notice has been made, before such resolution. Such a forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. |
| Notice for forfeiture | 39. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share. |
| Directors may allow forfeited shares to be redeemed | 40. Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon payment of all calls and compensation due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. |
| Forfeited shares may be sold or | 41. Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such |

reallotted terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.

Arrears to be paid notwithstanding forfeiture 42. A person whose shares have been forfeited shall notwithstanding, be liable to pay to the Company all money which at the date of forfeiture, and compensation thereon to the date of payment, was payable by him to the Company in respect of the shares (together with compensation at the a rate of eight per cent per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the compensation), and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

Forfeiture of Shares shall involve extinction of interest and claims against Company 43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly reserved, or as are by the Act given or imposed in the case of past members.

Evidence of forfeiture and validity of sale 44. A statutory declaration in writing by a Director or secretary that a share in the Company has been duly forfeited, and stating the date upon which it was forfeited, shall, be conclusive evidence of the facts therein stated. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.

CONVERSION OF SHARES INTO STOCK

Conversion of shares into stock and reconversion 45. (1) The Company may by ordinary resolution passed at a General Meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any number.

Shareholders of stock may transfer their interests (2) The holders of stock may transfer the same or any part thereof in the same manner as the shares from which the stock arose may, before the conversion have been transferred or be transferred in the closest manner as the circumstances allow; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.

Participation in dividends and profits (3) The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages with regards to dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not if existing in shares have conferred that privilege or advantage.

Provision application to paid-up Shares apply to Stock (4) Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

Power to increase capital 46. Subject to the Applicable Laws, the Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

Company may alter its capital in certain ways 47. The Company may by ordinary resolution;
(a) Consolidate and divide all or any of its share capital the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;
(b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or
(c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.

Reduction of capital 48. The Company may by special resolution reduce its share capital in any manner authorised by the Act.

MODIFICATION OF CLASS RIGHTS

Rights of 49. All or any of the rights, privileges or conditions for the time being attached or belonging to any class

Shareholders may be altered of shares for the time being forming part of the share capital of the Company (unless otherwise provided by the terms of issue of shares of that class) may from time to time whether or not the Company is being wound up, be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than seventy five per centum of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of this Constitution as to General Meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the issued share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

Alteration of preferential shareholders' rights of 50. Notwithstanding Clause 49 hereof, the repayment of preference shares (other than redeemable preference shares), or any other alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned, provided always that where the required majority for such special resolution has not been obtained at a meeting, written consents obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution earned at the meeting.

GENERAL MEETINGS

Extraordinary General Meeting 51. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All general meeting other than the Annual General Meeting shall be called extraordinary general meetings.

Notice of meeting of 52. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business shall be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company. The accidental omission to give such notice to, or to the non-receipt of such notice by, any person shall not invalidate the proceedings of any resolution passed at any such meeting.

Call of meetings by shorter notice of 53. A meeting shall, notwithstanding that it is called by notice shorter than is required in Section 316(2) of the Act, be deemed to be duly called if it is so agreed, in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting, or in the case of an extraordinary general meeting, by a majority who together hold not less than the requisite percentage of ninety five per centum (95%) in the number of the shares giving a right to attend and vote at the meeting.

Resolution requiring special notice of 54. Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of the intention to move it has been given to the Company at least twenty-eight (28) days before the meeting at which it is moved. The Company shall, where practicable, give its members notice of any such resolution in the same manner and at the same time as it gives notice of the general meeting, if that is not practicable, shall give its members notice of such resolution at least fourteen (14) days before the meeting by advertising it in one (1) widely circulated newspaper in Malaysia in the national language or one (1) widely circulated newspaper in Malaysia in the English language. If, after notice of the intention to move such a resolution has been given to the Company, a meeting is called on a date twenty-eight (28) days or less after the notice has been given, the notice although not given within the time required by this Constitution shall be deemed to have been properly given.

Special Business of 55. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance-sheets, and report of the Directors and auditors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

Resolutions in writing signed by all members effective of 56. Deleted.

PROCEEDINGS AT GENERAL MEETING

Quorum of 57. 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, one member present in person or by proxy shall be a quorum.

When quorum not present of 58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Directors may determine.

Chairman of General Meeting 59. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.

Power to adjourn General Meeting 60. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

How questions to be decided at meeting 61. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded:-
(a) by the Chairman;
(b) by at least three members present in person or by their proxy;
(c) by any member or members present in person or by proxy and representing not less than ten per centum of the total voting rights of all the members having the right to vote at the Meeting; or
(d) by a member or members holding or representing shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum of the total sum paid up on all the shares conferring that rights.

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

Poll to be taken 62. If a poll is duly demanded it shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meetings at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

Chairman to have casting vote 63. In the case of an equality of vote, whether on a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote.

VOTE OF MEMBERS

Right to vote 64. Subject to any rights or restrictions for the time being attaching to any class or classes of shares, at meetings of members or of classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every such share he holds.

Joint holder 65. In the case of joint holders of shares of the Company, the joint holders shall be considered as one (1) member. If the joint holders purport to exercise the power to vote in the same way, the power is treated as exercised in that way; where as if the joint holders do not purport to exercise the power to vote in the same way, the power is treated as not exercised.

Members of unsound mind 66. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and such committee or other person may vote by proxy or attorney.

No member to vote whilst calls unpaid 67. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Vote to be taken as Chairman shall direct 68. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Proxy to be in writing 69. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a poll.

Form of proxy 70. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

I/We being a member/members of the abovenamed Company, hereby appoint of or failing him, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of 20 , and at any adjournment thereof.
Signed this day of 20

This form is to be used *in favour of/against the resolution.

**Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.)*

Instrument appointing proxy to be deposited 71. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty-fours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

Revocation of authority 72. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

DIRECTORS' APPOINTMENT, ETC

First Directors 73. The first Directors of the Company are Lim Yew Chan and Chin Nam Onn.

Numbers of Directors 74. The number of Directors shall not be less than two (2).

Alternate Director 75. Any Director may from time to time and at any time appoint any person to be alternate Director of the appointor, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall be entitled to receive remuneration from the Company subject to shareholders approval, but shall be entitled to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present; and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Constitution shall be in writing under the hand of the Director making the same and left at the office. The nomination of an alternate Director shall be valid if made by cable, telegram or facsimile provided that such nomination shall be confirmed within one month from the date of such cable, telegram or facsimile, by a written nomination complying with the abovementioned requirements, and any act done by the alternate Director nominated in such cable, telegram or facsimile, between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

Increase or reduction in number of Directors 76. Subject to Applicable Laws, the Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

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| Removal of Directors | 77. The Company may by Ordinary Resolution of which special notice has been given, remove any Director before the expiration of his tenure of office, notwithstanding any provisions of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may, by Ordinary Resolution appoint another Director in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a Director. |
| Remuneration of Directors | 78. The remuneration and benefits of the Directors shall from time to time be determined by the Company in General Meeting provided that no remuneration shall be payable to any director by way of commission or percentage of profit or turnover of the Company. That remuneration shall be deemed to accrue from day to day. The Directors may also be paid all traveling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company. |
| Casual vacancy to be filled by Directors | 79. Subject to the provisions of this Constitution and to the Applicable Laws, the Company may by ordinary resolution appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing board. |
| Office of Directors to be vacated in certain cases | 80. The office of Director shall become vacant if the Director :- (a) ceases to be a Director by virtue of the Act or any Applicable Laws; (b) becomes bankrupt or makes any arrangement or composition with its creditors generally; (c) becomes prohibited from being a Director by reason of any order made under the Act; (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder; (e) resigns his office by notice in writing to the Company; (f) is absent without the permission of the Directors for more than twenty five percentum (25%) of the total Board of Directors' meeting held during a financial year; (g) without the consent of the Company in General Meeting holds any other office of profit under the Company except that of Managing Director or manager; or (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by the Act. (i) is removed pursuant to Clause 77 herein; (j) has his appointment revoked by his appointor; (k) if he vacates his office in accordance with this Constitution; or (l) who being an employee of the Company ceases to be so employed by the Company. |
| Retirement of Directors | 80A. At the annual general meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. |
| Re-election | 80B. A retiring Director shall be eligible for re-election. |
| Senior Directors to retire | 80C. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. |

POWERS AND DUTIES OF DIRECTORS

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| General Powers of the Company vested in Directors | 81. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of this Constitution, to the provisions of the Act, and to such Applicable Laws, being not inconsistent with the aforesaid Constitution or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. 82. Deleted. 83. Deleted. |
| Powers of | 84. The Directors may exercise all the powers of the Company to borrow money and to mortgage or |

Directors to charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and borrow and other securities whether out-right or as security for any debt, liability, or obligation as they may think fit issue provided that such borrowings mortgage or charge of any of the Company's or the subsidiaries' Debentures undertaking, property, or any uncalled capital, or issue of debentures and other securities is to secure the debt, liability or obligation of the Company and/or a related company.

Branch registers 85. The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers.

Directors may 86. The Directors may from time to time by power of attorney appoint any corporation, firm or person or appoint body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not attorneys exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Execution of 87. All cheques promissory notes, drafts, bills of exchange, and other negotiable instruments, and all negotiable instruments and receipts for money paid receipts for money paid

Minutes to be 88. The Directors shall cause minutes to be made:-

- made and when signed by Chairman to be conclusive
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
 - (b) of names of Directors present at all meetings of the Company and of the Directors; and
 - (c) of all proceedings at all meetings of the Company and of the Directors.

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

PROCEEDINGS OF DIRECTORS

Meetings 89. The Directors may meet together for the despatch of business adjourned and otherwise regulate their meetings as they think fit. A Director may at any time and the secretary shall on the requisition of a Director summon a meeting of the Directors.

Meetings of 90. Subject to this Constitution questions arising at any meetings of Directors shall be decided by a majority of votes and a determination by a majority of votes and a determination by majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

Restriction on 91. A Director shall not vote in respect of any contract or proposed contract with the Company in which voting he is interested, or any matter arising therefrom, and if he does so vote his vote shall not be counted.

Directors may 92. (1) Director may contract with and be interested in any contract or proposed contract with the contract with Company and shall not be liable to account for any profit made by him of any such contract, Company or hold office at profit or act professionally provided that the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he is interested, although he shall be counted in the quorum present at the meeting, but this prohibition shall not apply to any contract or arrangement with any other company in which he is interested by reason of (a) him being a director of the company and the shareholder not more than the number or value as is required to qualify him for the appointment as a director; or (b) him having an interest in not more than five (5) per centum of its paid-up capital.

(2) A Director may hold any other office or place of profit under the Company (except that 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.

(3) A Director may act by himself or his firm in any professional capacity for the Company (except as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

Quorum 93. The quorum necessary for the transaction of the business of the Directors shall be two.

Number 94. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as

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| reduced below quorum | their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose. |
| Chairman | 95. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose any one of their number to be the Chairman of the meeting. |
| Committees | 96. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. |
| Chairman of Committee | 97. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, or is unwilling to act the members present may choose one of their number to be Chairman of the meeting. |
| Meetings of Committee | 98. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote. |
| Validity of acts where appointment defective | 99. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. |
| Resolution in writing signed by Directors effective | 100. A resolution in writing, signed by a majority of the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors. |

MANAGING DIRECTORS

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| Appointment of Managing Director | 101. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period not exceeding five years and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. A Director so appointed shall be subject to the control of the Board and his appointment shall be automatically determined if he ceases from any cause to be a Director. |
| Remuneration of Managing Director | 102. A Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine. |
| Powers | 103. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. Notwithstanding the foregoing, a Managing Director shall be subject to the control of the Board of Directors. |

SECRETARY

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| Secretary | 104. The Secretary shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. |
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SEAL

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| Custody and affixing of seal | 105. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument of which the Seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose. |
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ACCOUNTS

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| Accounts to be kept | 106. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the |
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accounting and other records of the Company or any of them shall be opened to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

DIVIDENDS AND RESERVES

Declaration of dividend of 107. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

108. Deleted.

No interest in unpaid Dividends Payment of 109. No dividend shall be paid otherwise than out of profit or shall bear interest against the Company.

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

Dividend pay equally 111. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Clause as paid on the shares. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.

Debts may be deducted 112. The Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Dividend specie 113. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debentures stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Payment by post and discharge 114. Any dividend, compensation, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one or two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

CAPITALISATION OF PROFITS

Power to capitalise 115. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part or the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

Effect of resolution to capitalise 116. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things

required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amount remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

NOTICES

How notices to be served to members 117. A notice may be given by the Company to any member shall be in writing and shall be given to the members either:

- (a) in hardcopy;
- (b) in electronic form; or
- (c) partly in hard copy and partly in electronic form.

A notice or any other document (a) given in hardcopy shall be sent to any member either personally or by sending it by registered post to him at his registered address, or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post; or (b) given in electronic form shall be transmitted to the electronic address provided by the member to the company for such purpose or by publishing on a website.

Notices to joint holders 118. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

Notice to persons entitled by transmission 119. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any within Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

Persons entitled to notice 120. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member;
- (b) the Directors; and
- (c) the auditor for the time being of the Company

(2) No other person shall be entitled to receive notices of General Meetings.

Right to appoint proxy 121. In every notice calling a meeting of the Company, there shall appear prominently, a statement informing the member, entitled to attend and vote, his rights to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the Company.

Circulation of statements 122. Members of the Company may require the Company to circulate a statement to members of the Company entitled to receive notice of a general meeting of members in accordance with Section 323 of the Act.

WINDING UP

Distribution of assets in specie 123. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company divide amongst the members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

Indemnity 124. Every Director, Managing Director, agent, auditor, secretary, and other office for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 in respect of any negligence, default breach of duty or breach of trust.