

THE COMPANIES ACT, 2016
A PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MIDF AMANAH INVESTMENT BANK BERHAD
(Company No. 23878-X)

(as adopted by Special Resolution passed on 26 June 2019)

THE COMPANIES ACT, 2016

COMPANY LIMITED BY SHARES

CONSTITUTION

OF

MIDF AMANAH INVESTMENT BANK BERHAD

Name of Company	1.	The name of the Company is MIDF AMANAH INVESTMENT BANK BERHAD.
Registered Office	2.	The registered office of the Company will be situated in Malaysia.
Objects Clause	3.	The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected by Bank Negara Malaysia or other applicable authorities.
Liability of members	4.	The liability of the members is limited.
Share Capital	5.	The share capital of the Company is its issued share 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 so far the same are repeated or contained in this Constitution.
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INTERPRETATION

Interpretation	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 consistent with the subject or context.
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Applicable Laws	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 Financial Services Act 2013, 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.
The Board	The Board of Directors of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present.
The Act	The Companies Act 2016 and every other Act for the time being in force concerning companies and affecting the Company.
The Office	The registered office for the time being of the Company.
The Seal	The Company 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.

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

Words importing the singular number only shall include 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 words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the -Interpretation Act 1967 (as amended from time to time and any reenactment thereof) and of the Act as in force at the date at which this Constitution become binding on the Company.

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| Issue of shares and Redeemable preference shares | 8. | Subject to Applicable Laws 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 restriction, 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. |
| Non-cumulative perpetual preference shares | 9. | Deleted. |
| Commission on subscription | 10. | Deleted. |
| Trust affecting shares | 11. | 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 or any other rights in respect of 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 by the Act required or pursuant to any order of court. |
| Issue of share certificate | 12. | 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 the 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. |
| Renewal of certificates | 13. | If a share certificate be worn out, defaced, 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 the defacement or wearing out, on delivery up of the old certificate. |
| Company to have paramount lien | 14. | LIEN
The Company shall have a first and paramount lien upon all shares (not being fully paid shares) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge, thereof shall have actually, arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Clause. |
| Lien may be enforced by sale of shares | 15. | 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 moneys 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 of fulfilment 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, fulfilment or discharge shall have been made by him or them for fourteen days after such notice.

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| Directors may authorize transfer and enter purchasers name in register | 16. | To give effect to any such 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 of sale | 17. | 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 (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold. |
| Not entitled to dividend | 18. | No member shall be entitled to receive any dividend or to exercise any privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any). |

CALL ON SHARES

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| Directors may make call | 19. | 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 persons. A call may be made payable by instalments and at the times and places appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and such resolution may authorize the call to be paid by instalments. |
| Call deemed to have been made | 20. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. |
| Liability of joint holder | 21. | The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect of their shares. |
| Interest on unpaid calls | 22. | 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 interest on the amount of the call or instalment at such rate not exceeding the interest rate as prescribed in the Act as the Directors shall -determine from the day appointed for payment thereof till the time of actual payment, but the Directors may waive payment of such interest and expenses wholly or in part. |
| Sums payable on allotment deemed to be a call | 23. | Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, 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 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. |
| Difference in calls | 24. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment. |
| Calls may be paid in advance | 25. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 8 per cent per annum as may be agreed upon between the Directors and the member paying the sum in advance. |
| Shares to be transferrable | 26. | Subject to the restrictions of this Constitution and Applicable 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 transfer. |
| Transfers to be executed by transferors and transferees | 27. | 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 to register transfer 28. The Directors may, in their discretion, refuse or delay to register a transfer of any share to any persons 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 and the transferor notice of the refusal in accordance with Section 105 of the Act.
- Transfer fee 29. 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 the Company may be permitted to charge by law for the registration of every transfer plus the amount for 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.
- Registration of transfers may be suspended 30. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSIONS OF SHARES

- On death of member survivor or executor recognized 31. In the case of the death of a member the survivors or survivor, where the deceased was a joint holder, and the executors or administrators 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 joint holder from any liability in respect of any share jointly held by him.
- Person entitled to receive and give discharge for dividend 32. 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 become a member in respect of the share.

FORFEITURE OF SHARES

- Directors may require payment of call with interest and expenses 33. If any member fails to pay the whole or any part of any call or instalment of a call on 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 remains unpaid together with any or compensation and any expenses that may have accrued by reason of such non-payment.
- Notice requiring payment to contain certain particulars 34. The notice shall specify date on or before which the payment is required to be made and shall state that in the event of non-payment on or before the specified date the shares in respect of which the call was made liable to be forfeited.
- On non-compliance with notice shares forfeited on resolution of directors 35. 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 forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- Notice of forfeiture to be given and entered into register of members 36. 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; but the provisions of this Clause are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
- Directors may annul forfeiture terms 37. Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
- Directors may dispose of forfeited shares 38. Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may; if necessary, authorise some person to transfer the same to such other person as aforesaid.

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| Former holder of forfeited shares liable for call made before forfeiture | 39. | 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 interest thereto to the date of payment was payable by him to the Company in respect of the shares (together with interest or compensation from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation), and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. |
| Consequence of forfeiture | 40. | 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 shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past members. |
| Title to forfeited shares | 41. | 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. |

CONVERSION OF SHARES INTO STOCK

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| Conversion of shares into stock and reconversion | 42. | 1) The Company may by ordinary resolution passed at a general meeting convert any paid shares into stock and reconvert any stock into paid up shares of any number. |
| Holders of stock may transfer their interests | 2) | The holders of stock may transfer the same or any part thereof in the same manner and the transfer of 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 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. |
| Definition | 4) | Such of the provisions of this Constitution 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

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| Company may increase its capital | 43. | 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 | 44. | The Company may by ordinary resolution:- <ul style="list-style-type: none"> (a) consolidate and divide all or any of its share, 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. |
| Company may reduce its capital | 45. | The Company may by Special Resolution reduce its share capital in any manner authorised by the Act. |

MODIFICATION OF CLASS RIGHTS

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| How rights of shares may be varied | 46. | Subject to the provisions of Section 91 of the Act all or any of the rights, privileges or conditions for the time being attached or belonging to any class 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 seventy five per centum than of the issued shares of |
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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 Meeting 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 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 share held by him.

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| Alteration of preferential shareholders' right | 47. Notwithstanding Clause 45 hereof the repayment of preference shares or any other alteration or 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. |
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GENERAL MEETING

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| Annual general meetings | 48. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. |
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| Notice of meetings | 49. 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 respectively 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 the non-receipt of such notice by, any person shall not invalidate the proceedings of any resolution passed at any such meeting. |
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| Call of meetings by shorter notice | 50. 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 member 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. |
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| Resolution requiring special notice | 51. 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. |
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| Special business | 52. 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 and consideration of the accounts, balance sheets and the reports 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. |
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| Resolution signed by all members as effective as if passed at general meeting | 53. Deleted. |
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PROCEEDINGS AT GENERAL MEETING

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| No business to be transacted unless quorum is present | 54. 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 provide, the quorum for any general meeting shall be one member present, either in person or by proxy. |
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| If no quorum present meeting dissolved or adjourned | 55. If a quorum is not present within half an hour from the time appointed for the holding of a general meeting, the general meeting if convened upon the requisition of members or their attorneys, as the case may be, shall be dissolved; and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such |
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other time and place the directors may determine; and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding of the meeting the members, the meeting shall dissolved.

- Chairman of board to preside at meeting 56. 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, the members present shall elect one of their number to be chairman of the meeting.
- Notice of adjourned meetings 57. 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 (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- How resolution decided 58. 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 of the show of hands) demanded:-
- (a) by the Chairman; or
 - (b) by at least three members present, whether in person or by proxy;
 - (c) by any member or members holding 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 present whether in person or by his or their representative or representatives, and 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 right.

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.

- How poll is taken 59. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting 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 60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

VOTE OF MEMBERS

- Number of votes 61. Subject to any rights or restrictions for the time being attaching to any class or classes of shares, at meeting of members or 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 each share he holds.
- Vote of joint holders of shares 62. In the case of the 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 exercise in that way, whereas if the joint holders do not purport to exercise the power to vote in the same way, the power is treated as not exercise.
- Vote of mentally disordered members 63. 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 show of hands or on a poll, by his committee or by such other person as properly as the management of his estate, and any such committee or other person may vote by proxy or attorney.

- Members indebted to Company in respect of shares not entitled to vote
64. 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.
- Arising objections to voting qualification
65. No objections 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 objections made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- Instrument appointing a proxy to be in writing
66. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor 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 join in demanding a poll.
- Form of proxy may allow voting for or against
67. 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 above named Company, hereby appoint of _____ or failing him _____ 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 any adjournment thereof.
- Instrument appointing attorney or proxy to be left at Office
68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office 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 twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the making of the poll, and in default the instrument of proxy shall not be treated as valid.
- Validity of vote by proxy and attorney
69. 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, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- Notice of termination of a person's authority
70. A member of the Company is permitted to give the Company notice of termination of a person's authority to act as a proxy forty-eight (48) hours before the commencement of a meeting of members or an adjourned meeting of members. The notice of termination must be in writing and be deposited at the Office or at such other place within Malaysia.

DIRECTORS

- Number of directors
71. Until otherwise determined in general meeting of the Company the number of Directors shall not be less than two (2) nor more than twelve (12) or such other number as may be required by BNM and/or the applicable laws and regulations, as amended from time to time.
- Executive Director
72. The Directors of the Company shall be nominated in accordance with the requirements of BNM and/or the applicable laws and regulations, as amended from time to time. There shall not be more than one (1) Executive Director on the Board of Directors at all times unless otherwise stipulated by BNM. The Executive Director shall be subject to the control of the Board of Directors.
- First directors
73. The first Directors of the Company shall be Datuk Ya' cob bin Hitam, Phang Kon Hee, Abdul Samad bin Yahya, David Alexander McKnight and David Grand Jaques.

Approved at the
Extraordinary
General Meeting held
on 22 August 2023.

Retirement of directors	74.	At every general meeting one-third of the Directors or, if their number is not three or any multiple of three, then the number nearest to one-third shall retire from office but, if there are fewer than three directors who are subject to retirement by rotation, they shall retire. All Directors appointed shall retire from office once at least every three (3) years but shall be eligible for re-election.
Senior directors to retire	75.	<p>(a) The Directors to retire shall be the Directors who have been longest in office since their last election.</p> <p>(b) As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot.</p> <p>(c) A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.</p>
Number of directors may be increased or reduced	76.	The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, subject to the approval of BNM. 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.
Casual vacancy to be filled by directors	77.	Subject to the provisions of this Constitution, the Company may by ordinary resolution appoint any person who is willing to act to be a director, subject to the approval of BNM, either to fill a vacancy or as an addition to the existing board, but always provided that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with this Constitution.
Appointment of additional directors	78.	Without prejudice to the power of the Company in general meeting pursuant to any of the provisions of this Constitution to appoint any person to be a director, the board may appoint any person who is willing to act as a director subject to the approval of BNM, either to fill in a vacancy or as an addition to the existing board but always provided that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with this Constitution. Any director so appointed shall hold office only until the next following annual general meeting but shall not be taken into account in determining the directors who are to retire by rotation at that meeting and shall be re-eligible for re-election.
Remuneration of directors	79.	The remuneration of the Directors shall from time to time be determined by the Company in general meetings provided that no remuneration shall be payable to any director by way of commission or percentage of profit or turnover of the Company. The remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, 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.
Directors shareholding	80.	Deleted.
	81.	Deleted
Director may be removed by Ordinary Resolution	82.	Company may by Ordinary Resolution of which special notice has been given, remove any Director before the expiration of this 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 elected a Director.
Office of director vacated in certain cases	83.	<p>The office of a Director shall become vacant if the Director:-</p> <p>(a) ceases to be a Director by virtue of the Act or any Applicable Laws;</p> <p>(b) becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(c) becomes prohibited from being a Director by reason of any order made under the Act;</p> <p>(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;</p> <p>(e) is absent without the permission of the Directors for more than twenty-five percentum (25%) of the total meetings of the Directors held during a financial year;</p> <p>(f) resigns his office by notice in writing to the Company;</p> <p>(g) is directly or indirectly interested in any contract or proposed contract with the Company</p>

- and fails to declare the nature of his interest in the manner required by the Act;
- (h) without the consent of the Company in General Meetings hold any other office of profit under the Company except that of managing director or manager;
- (i) is removed pursuant to Clause 81 herein or pursuant to the Act;
- (j) has his appointment revoked by his appointor;
- (k) fails to comply with Section 59 of the Financial Services Act 2013;
- (l) if he vacates his office in accordance with this Constitution; or
- (m) who being an employee of the Company ceases to be so employed by the Company.

POWERS AND DUTIES OF DIRECTORS

Directors to manage Company's business	84.	The business of the Company shall be managed by the Directors who may pay a expenses incurred in promoting a registering the Company, an 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 and to the provisions of the Act and, being not inconsistent with the aforesaid articles or provisions as may be prescribed by the Company in general meeting; but no Constitution adopted by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such Constitution had not been adopted.
Independent Directors	85.	Unless otherwise stipulated by BNM, the Board of Directors shall at all times ensure that the majority of the Board is made up of Independent Directors who do not represent the interest of any shareholder of the Company.
Powers to borrow	86.	The Directors may exercise all the powers of the Company to borrower money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.
Use of official seal abroad and branch registers	87.	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 register.
Appointment of attorneys	88.	The Directors may from time to time by power of attorney appoint any corporation, firm or person or body or 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 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 such an 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.
Endorsing cheques	89.	All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors may from time to time determine.
Minutes kept	90.	The Directors shall cause minutes to be made :- (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.
Meeting of directors	91.	The Directors may meet together for the despatch of business adjourned and otherwise regulate their meeting as they think fit and in accordance with the relevant regulations or guidelines as stipulated by BNM. A Director may at any time and the secretary shall on the requisition of a Director summon a meeting of the Directors.
Chairman to have casting vote	92.	Subject to the provision to this Clause and subject to this Constitution questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of a Directors. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

Directors interest in contracts and disclosure of interest	93.	<ul style="list-style-type: none"> (a) A Director shall disclose to the Board the nature and extent of his interest whether directly or indirectly, in a material transaction or material arrangement with the Company. (b) Subject to Section 131 of the Act, and as required by BNM and/or the applicable laws and regulations, as amended from time to time a Director may not vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall not be counted but he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration. (c) A Director who has, directly or indirectly, an interest in a material transaction or material arrangement shall not be present at the Board meeting where the material transaction or material arrangement is being deliberated by the Board. 	
	94.	Deleted.	
Quorum for directors meeting	95.	The quorum necessary for the transaction of the business of the Directors shall be two (2) Directors or fifty per centum (50%) of the total number of Board members, whichever is higher, and a meeting of the Directors at which a quorum is present at the commencement of the meeting shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. In the event of there being no quorum at any meeting of the Board of Directors then such a meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.	Approved at the Extraordinary General Meeting held on 22 August 2023.
Participation at committee meeting by way of telephone and video conferencing	96.	Subject to the laws for the time being in force, and the principle that attendance at a board meeting, by way other than physical presence remains the exception rather than the norm all or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a telephone conference, video conference or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting then is.	
Vacancies in board	97.	The continuing Directors or Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed or pursuant to this Constitution as the necessary quorum of Director, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company and for no other purpose.	
		ELECTION OF CHAIRMAN	
Non-executive chairman	98.	The Directors may elect a non-executive Chairman and a non-executive Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, subject to the approval of BNM, but if no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Deputy be present within five minutes after the time appointed for holding the same, the Director present may choose one of their number to be a Chairman of the meeting.	
	99.	Deleted.	
	100.	Deleted.	
Directors may delegate their powers	101.	<ul style="list-style-type: none"> (a) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation provided always that such appointments are in accordance with the relevant regulations or guidelines as stipulated by BNM. (b) Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors and in accordance with the relevant regulations or guidelines as stipulated by BNM. (c) The quorum necessary for any meeting and proceeding of any such committee shall consist of any two (2) members of the committee or as determined otherwise by the Directors in accordance with the Constitution. As determined otherwise by the Directors in accordance with the Constitution Articles committee shall consist of any two (2) members of the committee or as determined otherwise by the Directors in accordance with the Articles. 	

- Chairman of committees 102. 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 members to be chairman of the meeting. The chairman must be an independent director.
- Meeting of committees 103. A committee may meet and adjourn as it thinks proper. The meeting and proceedings of any such committee consisting of two (2) or more members shall be governed by the provision herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Constitution.
104. Deleted.
- Validity of acts of Director 105. 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 106. A resolution in writing signed and approved by letter, facsimile or any other written electronic communication by all the Directors or by all the members of the relevant committee for the time being, who are present in Malaysia and who are sufficient to form a quorum as per the respective requirements of this Constitution, shall be as valid and effectual as if it had been passed at a meeting of the Directors or the relevant committee duly convened and constituted. All such resolutions shall be described as "Circular Resolutions of the Directors" or "Circular Resolutions of the Committee" and shall be forwarded or otherwise delivered to the Secretary without delay. Any such resolution may consist of several documents in like form, each signed by one or more Directors or committee members. A resolution in writing of the Directors or committee members shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Board or the relevant committee has decided shall not be authorised or done until confirmed by a meeting of the Board or the relevant committee.

CHIEF EXECUTIVE OFFICER

- Appointment of Chief Executive Officer 107. The Directors may from time to time appoint a Chief Executive Officer whose appointment shall be subject to the approval of BNM.
- CEO qualifications 108. The Chief Executive Officer shall be:
 (a) an individual; and
 (b) resident in Malaysia during the period of his appointment.
 The Board of Directors shall be empowered subject always to the approval of BNM, to determine the terms of service of the Chief Executive Officer, including its termination and his dismissal from service, subject always to the regulations and guidelines issued by BNM.
- Remuneration of CEO 109. A Chief Executive Officer 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.
- Directors may confer powers to CEO 110. The Directors may entrust to and confer upon a Chief Executive Officer any, of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

SECRETARY

- Appointment of Secretary 111. The secretary shall in accordance Applicable Laws 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.
- Seal to be affixed by authority of resolution of Board and in the presence of one Director and Secretary. 112. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

- Accounts to be kept 113. 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 any Applicable Laws, 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 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 dividends 114. Subject always to the Applicable Laws, the Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.
- Interim dividends 115. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
- Restriction to dividend interest 116. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
- Reserve funds 117. (a) The Directors may before recommending any dividends, set aside out of the profits of the Company such sums as they think proper as reserves, but always in accordance with the Financial Services Act, 2013 or any BNM guidelines which shall be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit.
(b) The Directors may also without placing the same, but always in accordance with the Financial Services Act, 2013 or any BNM guidelines reserve or carry forward any profits which they may think prudent not to divide.
(c) Notwithstanding subsection (1), BNM may from time to time specify a different portion of the net profits of each year, being either lesser or greater than the portions specified pursuant to subsection (1), to be transferred to the reserve fund of a licensed local institution for the purpose of ensuring that the amount of the reserve fund of such institution is sufficient for the purpose of its business and adequate in relation to its liabilities.
- Payment of dividends 118. Subject to the approval of BNM and 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 dividends is paid, but no amount paid or credited as paid on share in advance of calls shall be treated for the purpose of this Clause as paid on the share. 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.
- Deductions 119. 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.
- Payment of dividend in specie 120. Subject to Applicable Laws and approval of BNM 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 debenture stock of any other company or in anyone or more 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.
- Dividends payable by cheque 121. Any dividend interest, 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. Anyone 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

- Capitalisation of profits 122. 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 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.
- Procedure on capitalization 123. 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 payment 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 amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

NOTICES

- Service of notices 124. (a) Every member shall register with the Company an address either in Malaysia or elsewhere to which notices can be sent and if any member shall fail so to do notice may be given to such member by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for three days at the office of the Company.
- (b) A notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Malaysia), cable, telex message or in electronic form.
- (c) (i) A notice delivered to the registered address shall be deemed to have been served at the time of delivery.
- (ii) A notice sent by prepaid letter to an address in Malaysia shall be deemed to have been served on the third day following its posting.
- (iii) A notice sent by prepaid airmail letter to an address outside Malaysia shall be deemed to have been served on the tenth day following its posting.
- (iv) A notice sent by cable or telex message shall be deemed to have been served on the day following the despatch of the cable or telex message.
- (v) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in the post box, or at the post office.
- (vi) A notice 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.
- Service on joint holder of shares 125. 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 in case of death or bankruptcy 126. 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 and 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 death or bankruptcy had not occurred.

- Notice of general meetings 127. (a) Notice of every general meeting shall be to:-
(i) every member;
(ii) the Directors; and
(iii) the auditor for the time being of the Company.
- (b) No other person shall be entitled to receive notices of general meetings.
- Right to appoint proxy 128. 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 129. 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 specie 130. 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 such 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 whereof there is any liability.

INDEMNITY

- Directors and officers entitled to indemnity 131. Every Director, Managing Director, agent, auditor, secretary and other officer 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 judgment 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.