

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
CHINA CONSTRUCTION BANK (MALAYSIA) BERHAD
COMPANY NO. 1203702-U

1. The name of the Company is CHINA CONSTRUCTION BANK (MALAYSIA) BERHAD.
2. The registered office of the Company will be situated in Malaysia.
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 activity is approved or not otherwise objected to by Bank Negara Malaysia or other applicable authorities.
4. The liability of the Members is limited.
5. The provisions set out in the Third Schedule to the Companies Act 2016 shall not apply to the Company except in so far as they are repeated or contained in this Constitution.

INTERPRETATION

6. Unless otherwise defined in this Constitution, the following words shall have the following meanings:

WORD	MEANING
“Act”	the Companies Act 2016, or any statutory modification, amendment or revision thereof for the time being in force;
“Bank Negara Malaysia”	the Central Bank of Malaysia, established by the Central Bank of Malaysia Act 2009 or any statutory modification, amendment or revision thereof for the time being in force;
“Board”	the board of directors for the time being of the Company;
“Company”	China Construction Bank (Malaysia) Berhad or by whatever name from time to time called;
“Constitution”	this Constitution as originally framed, or as from time to time altered by special resolutions;
“Directors”	the directors for the time being of the Company or anyone of them as the context as requires;
“FSA”	the Financial Services Act 2013 or any statutory modification, amendment or revision thereof for the time being in force;
“Member”	any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members;
“Office”	the registered office of the Company;

“Register of Members”	the register to be maintained pursuant to Section 102 of the Act;
“Seal”	the common seal of the Company;
“Secretary”	the secretary or any joint or deputy or assistant secretary of the Company appointed by the Directors under this Constitution;
“Statutes”	the Act, the FSA and every other applicable law or any statutory modification, amendment or revision thereof for the time being in force concerning licensed financial institutions and affecting the Company;
“writing”	includes printing, lithography, any electronically communicated message which the recipient can print or read by use of appropriate device and any other modes of representing or reproducing words in a visible form. Where in this Constitution, any document is required to be signed, an electronic signature affixed to such document (in form and subject to such conditions as may be prescribed by the Company) may be accepted as fulfilling the requirements of this Constitution.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing persons shall include any body of person, company, firm or partnership corporate or incorporate and vice versa.

Any words or expressions defined in the Act shall, if not inconsistent with the definitions above, bear the same meaning in this Constitution.

Subject as aforesaid any word or expression defined in the Statutes or the Interpretation Acts 1948 and 1967 (consolidated and revised – 1989), as amended from time to time and any re-enactment thereof, shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

SHARE CAPITAL AND VARIATION OF RIGHTS

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act and FSA, shares in the Company may be issued by the Directors and any such share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution of the Company, determine.
8. Subject to the provisions of the Act and the FSA, the Company may issue preference shares which are or at the option of the Company are, to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may be special resolution determine.
9. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the company is being wound up, be varied with a written consent representing not less than seventy-five (75) per centum of the total voting rights of the shareholders in that class, or with the sanction of a special resolution passed by shareholders in that class sanctioning the variation. To every such separate general meeting the provisions of these Clauses relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) of the issued shares of the class and that any holders of shares of the class present in person or by proxy may demand a poll. To every such

special resolution, the provisions of Section 292 of the Act shall with such adaptations as are necessary apply.

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith.
11. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten (10) per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
12. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future, or partial interest in any share or unit of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
13. The Company shall not, without prior approval of the Members in general meeting and the approval of Bank Negara Malaysia, issue any new shares or other securities which would result in a transfer of a controlling interest in the Company.

SHARE CERTIFICATES

14. Subject to the Act, every Member shall be entitled without payment to receive a certificate under the seal of the Company in accordance with the Act for all his shares pursuant to an allotment, specifying the shares but in respect of a share or shares to which it relates and the amount paid up thereon. In relation to shares held jointly by several persons the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for the share or shares to one (1) of several joint holders shall be sufficient delivery to all such holders. Subject to any directions given by the Directors from time to time regulating the issue of such certificates, all share and stock certificates, debentures or debenture stock certificates shall be signed by one (1) Director at least and counter-signed by the Secretary or another director and the seal shall be affixed to the same. If any Member shall require more than one (1) certificate in respect of the shares allotted to him, he shall pay in advance 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 the proper duty or taxes with which each such certificate is chargeable under law for the time being in force.

LIEN

15. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single person for all money presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being

of the share, or the person entitled thereto by reason of his death or bankruptcy.

17. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he 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.
18. The proceeds of the sale, after payment of the costs relating to the sale, shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

19. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares and not by the conditions of allotment of shares made payable at fixed date, provided that each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
20. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments if the Directors think appropriate.
21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight (8) per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
24. The Directors may make arrangement on the issue of shares, differentiate between the Members as to the amount of calls to be paid and the time of payment of calls.
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) eight (8) per cent per annum as may be agreed upon between the Directors and the Member paying the sum in advance. 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 person, together with interests and expenses (if any).
26. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minutes book and the

notice of such call was duly given to the Member sued in pursuance of this Constitution.

TRANSFER OF SHARES

27. Subject to this Constitution and the provisions of the FSA, any Member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the Directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof.
28. The Company shall enter the name of the transferee in the Register of Members as shareholder within thirty (30) days from the receipt of the instrument of transfer PROVIDED ALWAYS THAT:-
 - (a) the Directors may, in their discretion, refuse or delay to register any transfer of shares not being fully paid, or transfer of shares to any person of whom they do not approve as a Member of the Company, and they may also refuse to register any transfer of share on which the Company has a lien;
 - (b) if the Directors refuse to register a transfer, they shall pass a resolution to refuse or delay the registration of the transfer within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing or delaying the registration; and
 - (c) the notice of the resolution and the reasons referred to in (b) above is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.
29. The Directors may refuse or delay the registration of a transfer of shares in accordance with Clause 28 where the Member fails to pay the Company an amount due in respect of those shares, whether by way of consideration for the issue of the shares or in respect of the sums payable by the Member in accordance with the Constitution.
30. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.
31. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other documents relating to or affecting the title to any shares, such fee as the Directors may from time to time require or prescribe (plus the proper stamp duty payable under any law for the time being in force).

TRANSMISSION OF SHARES

32. In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
33. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy.
34. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have

another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions, and provisions of this Constitution and the FSA relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. The Company shall register the person as a Member in respect of the shares within sixty (60) days from receiving the notification.

35. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee or other successor-in-title of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting, or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt; and where two (2) or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be joint holders of the share.

FORFEITURE OF SHARES

36. If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a notice on the Member requiring payment of the amount unpaid, together with any interest or compensation which may have accrued.
37. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.
39. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
40. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight (8) per cent per annum from the date of the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of the interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.
41. A statutory declaration in writing by a Director or the Secretary of the Company that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
42. 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 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.

43. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the sum had become payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

44. The Company may from time to time, by special resolution convert any paid-up shares into stock and reconvert any stock into paid-up shares of any number.
45. The holders of stock may transfer the shares or any part of the shares in the same manner and subject to the same Clauses as and subject to which the shares from which the stock arose may, before the conversion, have been transferred or be transferred in the closest manner as 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.
46. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such part of stock which would not, if existing shares have conferred that privilege or advantage.
47. All such provisions of this Constitution 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

48. The Company may, subject to obtaining a written approval from Bank Negara Malaysia by special resolution to:
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - (b) 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 is derived;
 - (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; or
 - (d) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
49. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and the time frame within which the offer, if not accepted, will be deemed to be declined. If the offer is not accepted after the expiry of the period specified in the notice given or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled

to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.

50. All new shares created as a result of any increase or change in the Company's share capital shall be subject to the same provisions of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as if the shares had been part of the original share capital.
51. The Company may by special resolution reduce its share capital subject to any approval required from Bank Negara Malaysia or any incident authorised, and consent required by law.

GENERAL MEETINGS

52. An annual general meeting of the Company shall be held in accordance with the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held in every calendar year in addition to any other meetings held in that year. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.
53. A meeting of Members may be convened by: -
 - (a) the Board; or
 - (b) any Member holding at least ten (10) per centum of the issued share capital of the Company.
54. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days at the least in case of an annual general meeting or fourteen (14) days' notice at the least in any other case (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive these notices from the Company.
55. An annual general meeting may be called by a shorter notice if agreed by all the Members entitled to attend and vote at the meeting. A meeting of Members other than an annual general meeting may be called by a shorter notice if so agreed by the majority who together hold not less than ninety five (95) per centum in the number of the shares giving a right to attend and vote at the meeting, excluding treasury shares.
56. All business shall be deemed 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 the 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.

PROCEEDINGS AT GENERAL MEETINGS

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. If there are two (2) or more shareholders, two (2) Members present in person shall be a quorum. For the purposes of this Clause "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
58. Any accidental omission to give notice of any meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution

passed or the proceedings at any such meeting.

59. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine.
60. The chairman, if any, of the Board 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 (15) minutes after the time appointed for the holding of the meeting or is unwilling to act; the Members present shall elect one (1) of their number, save for proxies to be chairman of the meeting.
61. 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 an adjournment or of the business to be transacted at an adjourned meeting.
62. 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 of the meeting;
 - (b) by at least three (3) Members present in person or by proxy;
 - (c) by any Member present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) 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.

63. 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.
64. 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.
65. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorized representative and on a show of hands, every person present who is Member or a representative of a Member or proxy or attorney shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one (1) vote for

each share he holds.

66. In the case of joint holders the vote of the senior Member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
67. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.
68. 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.
69. 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 the 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.
70. 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 authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy in the manner referred to in Section 294 of the Act.
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 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 forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
72. 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.
73. The instrument appointing a proxy shall be in the following form or substantially in the following form or in any other form which the Directors may approve:-

CHINA CONSTRUCTION BANK (MALAYSIA) BERHAD

I/We, _____ NRIC/Passport/Company No. _____ of _____ being a Member/Members of China Construction Bank (Malaysia) Berhad, hereby appoint of _____ *and/or _____, or failing him/her, 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 at _____ on the _____ day of _____ and at any adjournment thereof.

The proportion of *my/our holding to be represented by *my/our proxies are as follows:

First Proxy (1) Second Proxy (2)

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

Resolution	For	Against

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

Dated: _____

Signature of Member

*Delete if not applicable

A proxy may but does not need to be a Member of the Company.

To be valid this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting.

If the appointer is a corporation, this form must be executed under its common seal or under the hand of its attorney.

REPRESENTATIONS OF CORPORATIONS

- 74. A corporation may, by resolution of its board or other authorized persons, if it is a Member of the Company, authorize such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorized shall in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member.

DIRECTORS’ APPOINTMENT, ETC.

- 75. No person other than: (a) a natural person; and (b) a person approved by Bank Negara Malaysia under Section 54(2) of the FSA, shall be a Director.
- 76. The composition of the Board and its committees shall, at all times, comply with the requirements of the Act, the FSA and any regulations or guidelines made under these laws, or as issued by the Companies Commission of Malaysia or Bank Negara Malaysia.
- 77. Subject to this Constitution, at the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office at the conclusion of the meeting.
- 78. A retiring Director shall be eligible for re-election as if he is not disqualified under the Act.
- 79. 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.
- 80. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election and not being disqualified under the Act from holding office as a Director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Director is put to the meeting

and lost.

81. The Directors shall, subject to Bank Negara Malaysia's prior approval, appoint the chairman of the Board from amongst any one of the Directors, and such chairman may be given such power as shall be determined by the Directors. The chairman shall be subject to retirement and he shall be taken into account in determining the rotation or retirement of Directors.
82. 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.
83. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
84. Subject to Section 206 of the Act and the FSA, the Company may by ordinary resolution remove any Director before the expiration of his period of office. The Company may by an ordinary resolution appoint another person 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. Special notice is required of a resolution to remove a Director under this Clause or to appoint another person instead of the Director at the same meeting. If a Director was appointed to represent the interests of any particular class of Members or debenture holders, the resolution to remove the Director shall not take effect until the Director's successor has been appointed.
85. The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director shall be approved at a general meeting. That remuneration shall be deemed to accrue from day to day. The Directors shall be entitled to be reimbursed for 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 in the course of the performance of their duties as Directors.
86. Any Director who is appointed to any executive office or who serves on any committee who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary or otherwise as the Board may determine.
87. The shareholding qualification for Directors may be fixed by the Company in general meeting and, until so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.
88. The office of Director shall become vacant if the Director:-
 - (a) becomes prohibited by law or disqualified from being a Director, including under the provisions of the Act and Section 59 of the FSA and any guidelines issued by Bank Negara Malaysia that are applicable to the Company;
 - (b) has retired in accordance to the provisions of the Act or in accordance with this Constitution but is not re-elected;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;

- (d) resigns his office by notice in writing to the Company at the Office;
 - (e) dies; or
 - (f) is removed from office in accordance with the Act or this Constitution.
89. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a Member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. Subject to the provisions of Section 58 of the FSA, no Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into, by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established provided that such disclosure is made as is required by this Constitution, the FSA and the Act.

POWERS AND DUTIES OF DIRECTORS

90. The business of the Company shall be managed by, or under the direction of the Board who has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company, subject, nevertheless, to this Constitution, to the provisions of the Act, the FSA and to such regulations contained in the statutes, relevant rules, regulations, directives, guidelines, notices and/or circulars as may be issued by Bank Negara Malaysia and any modifications thereof for the time being in force, being not inconsistent with the aforesaid provisions and this Constitution, 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.
91. Subject to the FSA, the Directors may exercise all the powers of the Company to raise or borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.
92. The Directors may exercise all the powers of the Company conferred by Section 62 of the Act in relation to any official seal for use outside Malaysia and by Section 53 of the Act in relation to branch registers.
93. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or 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 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 authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
94. 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, in such manner as the Directors may from time to time determine.
95. 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 each meeting of the Directors and of any committee of Directors and of the Company in general meeting;
- (c) of all resolutions and proceedings at all meetings of the Company, the Directors and committees of Directors; and
- (d) of all such orders made by the Directors and any committee of Directors.

The 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 and if so signed, shall be sufficient evidence without further proof of the proceedings stated therein.

96. The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and Secretaries of the Company as are required by the Act, and shall from time to time, notify the Registrar of Companies of any change in such register and of the date of change in the manner prescribed in the Act.

PROCEEDINGS OF DIRECTORS

97. The Directors may meet together for the despatch of business, adjourn 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. Upon the requisition of a meeting, a notice for the meeting shall be sent out to all Directors and the notice shall include the date, time and place of the meeting and matters to be discussed. A Director present at a meeting shall be presumed to have agreed to, and have voted in favour of, a resolution of the Board unless such Director expressly dissents from or votes to object against the resolution at the meeting.
98. Directors may, in exceptional circumstance, participate in a meeting of Directors by means of conference telephone or other similar electronic telecommunicating equipment by means of which all persons participating in the meeting can simultaneously hear each other and participate throughout the duration of the meeting and participation in such meetings shall constitute attendance of the Director at such meeting.
99. The quorum necessary for the transaction of the business of the Directors shall be at least half of the Board and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally.
100. The chairman, if any, of the Board shall preside as chairman at every meeting of Directors, or if there is no such chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act; the Members present shall elect one (1) of their number, save for proxies, to be chairman of the meeting.
101. Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of Directors and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the chairman (or the deputy chairman, as the case may be) shall have a second or casting vote.
102. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall, in accordance with Section 58 of the FSA, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of his interest in accordance with the provisions of the Act and the FSA.
103. A Director shall not vote in regard to any contract or proposed contract or arrangement in which he is directly or indirectly interested and shall not participate in any discussion while the contract or proposed contract is being considered during the meeting. He shall be

counted only to make the quorum at the meeting of the Board.

104. However, subject always to compliance with the provisions of the Act, the FSA and this Constitution, a Director may vote and be counted in quorum at a meeting in respect of:
- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company;
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security;
 - (c) any contract by the Director himself or any other Director to subscribe for or underwrite shares or debentures of the Company.
105. A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other Company or whereat the terms of any such appointment as hereinbefore are considered, and he may vote on any such matter other than in respect of the appointment of himself or the fixing of the terms thereof.
106. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution 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.

COMMITTEES OF DIRECTORS

107. The Board 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 from time to time be imposed upon them by the Board.
108. 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 (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairman of the meeting.
109. 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.

VALIDATION OF ACTS OF DIRECTORS

110. All bona fide 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.

CIRCULAR RESOLUTIONS

111. A resolution in writing, signed or assented to by all the Directors entitled to receive notice of a meeting of the Board, shall be as valid and as effective as if it had been passed at a

meeting of the Board duly convened and held. Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form, each signed or assented to by one or more Directors. A copy of any such resolution shall be entered in the minute book of Board proceedings.

MANAGING DIRECTORS

112. The Board may from time to time appoint one (1) or more of their body to the office of Managing Director for such period and on such terms as they think fit, subject to Bank Negara Malaysia's written approval and the terms of any agreement entered into in any particular case, may revoke any such appointment. A Managing Director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.
113. 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 Board may determine.
114. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of the Board's own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

SECRETARY

115. The Board shall appoint a Secretary or Secretaries and determine the terms and conditions of such appointment. The Secretary may resign from Office by giving a notice to the Board. Subject to the Act, the Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

AUDIT

116. Auditors shall be appointed and their duties regulated in accordance with Sections 271 to 287 of the Act.

SEAL

117. 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 authorized 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. The instrument to which the seal is affixed may bear the autographic or facsimile signatures of at least two (2) Directors or one (1) Director and the Secretary or such other person appointed by the Directors.

ACCOUNTS

118. Without prejudice to Section 245 of the Act, the Company, Directors and managers of the Company shall:-
 - (a) cause proper accounting and other records to be kept to sufficiently explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required to be attached thereto to be prepared;
 - (b) cause the accounting and other records to be kept in a manner as to enable the accounting and other records to be conveniently and properly audited;

- (c) cause appropriate entries to be made in the accounting and other records within sixty (60) days of the completion of the transactions to which the entries relate;
- (d) distribute copies of the balance-sheets and other documents as required by the Act;
- (e) cause the records referred to in paragraphs (a) and (b) above to be kept at the Office of the Company or at such other place as the Directors think fit, and shall at all times be open for inspection by the Directors; and
- (f) 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 open 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 authorized by the Directors or by the Company in general meeting.

Notwithstanding paragraph (e) above, the accounting and other records of operations outside Malaysia may be kept by the Company at a place outside Malaysia provided that such accounting and other records shall be sent to and kept at a place in Malaysia and be made available for inspection by the Directors at all times.

For the purposes of this Clause, the accounting and other records referred to in paragraph (e) above shall include such statements and returns with respect to the business dealt with in the records so kept as to enable the preparation of true and fair financial statements and any documents required to be attached to the financial statements.

DIVIDENDS AND RESERVES

- 119. Subject to the Act and the FSA, the Directors may, with the sanction of a general meeting, from time to time declare dividends, but no dividend shall exceed the amount recommended by the Directors. The dividends shall be distributed only if the Company is solvent and after all the provisions of the FSA or any modifications thereof for the time being in force have been duly complied with. Before such distribution is made by the Company to the Members, such distribution must be authorised by the Directors in accordance with the Act.
- 120. 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 and that the Directors are satisfied that the Company will be solvent immediately after the distribution of dividends is made.
- 121. No unpaid dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
- 122. The Directors may, before recommending the payment of any dividend, 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 and in compliance with Section 47 of the FSA or any modification thereof for the time being in force, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
- 123. Subject to the rights of the Members, 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 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.

124. 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 held by him.
125. Any general meeting declaring a dividend or bonus may direct payment of the 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 any one or more of those ways and the Directors shall give effect to the resolution, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of the 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.
126. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the Member 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 Member or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the Member to whom it is sent. Any one of 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.

CAPITALIZATION OF PROFITS

127. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that the 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 those 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 the 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.
128. 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 capitalized 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 authorize 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 the capitalization, 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 capitalized, 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.

AUTHENTICATION OF DOCUMENTS

129. Any Director, Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts

are kept elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

130. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Clause 129 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

NOTICES

131. A notice may be given by the Company to any Member either personally or by post to the address supplied by Member to the Company for such purpose. 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.
132. A notice or any other document may also be given to any Member in electronic form or partly in hard copy and partly in electronic form. A notice or any other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing them on a website. The contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member.
133. 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.
134. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy, winding-up or any incapacity 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 liquidating company, or guardian of the unsound holder, 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.
135. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member including any person who is entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and the Company has been notified of the person's entitlement in writing;
 - (b) every Director; and
 - (c) the auditor for the time being of the Company.

WINDING UP

136. 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 whereon there is any liability.

137. Save that this Clause shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively, and
 - (b) if in a winding-up, the assets available for distribution among the Members shall more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

INDEMNITY

138. The Company may indemnify an officer or Auditor for any cost incurred in him or the Company in respect of any proceedings that relates to the liability for any act or omission in his capacity as an officer or Auditor, and in which judgment is given in favour of the officer or Auditor or in which the officer or Auditor is acquitted or in which the officer or Auditor is granted relief under this Act, or where proceedings are discontinued or not pursued.

The Company may indemnify an officer or Auditor in respect of any liability to any person, other than the Company, for any act or omission in his capacity as an officer or Auditor, and costs incurred by that Director or officer or Auditor in defending or settling any claim or proceedings relating to such liability, except:

- (a) any liability of the Director to pay a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature, however arising; or
- (b) any liability of the Director in defending criminal proceedings in which he is convicted, or in defending civil proceedings brought by the Company, or an associated Company, in which judgment is given against him.

The Company may also indemnify an officer or Auditor in connection with an application for relief under the Act.

SECRECY

139. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors having taken in to account the requirements of Part VIII, Division 4 of the FSA, it will be inexpedient in, or detrimental to, the interest of the Members or of the Company to communicate to the public save as may be authorised by law.

REQUIREMENTS OF STATUTES, REGULATIONS AND GUIDELINES

140. This Constitution has been drafted in a manner to incorporate the requirements of the relevant governing Statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Constitution pertaining to the amendments of the Constitution, in the event the applicable provisions of any relevant governing Statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon this Constitution shall be read and construed subject to and in accordance with the amended, modified or

varied statutes, regulations and guidelines.

141. The Company shall comply with the provisions of the relevant governing Statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by Bank Negara Malaysia and/or other regulatory authorities, to the extent required by law, notwithstanding any provisions in this Constitution to the contrary.