

THE COMPANIES ACT, 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

RHB ISLAMIC BANK BERHAD

(Company No. 680329-V)

Incorporated on the 2nd day of February, 2005



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 8

AKTA SYARIKAT 1965

[Seksyen 16 (4)]

No. Syarikat

680329	▽
--------	---

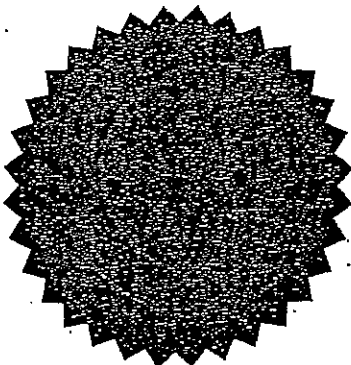
PERAKUAN PEMERBADANAN SYARIKAT AWAM

Adalah diperakui bahawa

RHB ISLAMIC BANK BERHAD

telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 02 haribulan Februari 2005, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 02 haribulan Februari 2005.



PUTEH BINTI MAHMOOD
Penolong Pendaftar Syarikat
Malaysia



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 23

AKTA SYARIKAT 1965

[Seksyen 52 (3)]

No. Syarikat

680329	V
--------	---

**PERAKUAN DI BAWAH SEKSYEN 52 (3)
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

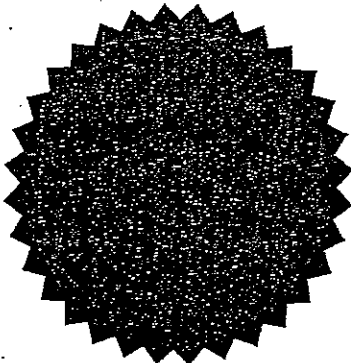
Saya, **PUTEH BINTI MAHMOOD**, Penolong

Pendaftar Syarikat, dengan ini memperakui bahawa

RHB ISLAMIC BANK BERHAD

telah, pada hari ini menyerahkan kepada saya Akuan Berkanun yang dikehendaki di bawah Peruntukan-peruntukan Seksyen 52 (2) (c) Akta Syarikat, 1965 dan bahawa syarikat tersebut adalah berhak memulakan perniagaan dan menjalankan kuasa meminjamnya.

Diberi di bawah tandatangan saya pada 18 haribulan
Februari 2005



PUTEH BINTI MAHMOOD
Penolong Pendaftar Syarikat
Malaysia



MINISTER OF FINANCE MALAYSIA

**ISLAMIC BANKING ACT 1983
LICENCE TO CARRY ON ISLAMIC BANKING BUSINESS**

In pursuance of Section 3(4) of the Islamic Banking Act, I, Abdullah bin Haji Ahmad Badawi, Minister of Finance, do hereby grant to

RHB ISLAMIC BANK BERHAD

a licence to transact Islamic banking business in Malaysia with effect from

1 MARCH 2005

dated this 24 day of February 2005


(ABDULLAH BIN HAJI AHMAD BADAWI)

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
RHB ISLAMIC BANK BERHAD

1. The name of the Company is “**RHB ISLAMIC BANK BERHAD**”.
2. The registered office of the Company will be situated in Malaysia.
3. The business of the Company will be transacted in accordance with the Islamic principles, rules and practices. In this respect, any transactions which involve any elements that are not in compliance with the Islamic principles, rules and practices are prohibited from being carried out by the Company.
4. The Company shall have full capacity to carry on or undertake any business or activity; and shall have for these purposes the full rights, powers, and privileges as contained in Section 21 of the Act, subject always that the business or activities are approved, or not otherwise objected to by Bank Negara Malaysia or other applicable authorities.
5. The liability of the members is limited.
6. The provisions set out in the Third Schedule to the Companies Act, 2016 shall not apply to the Company except in so far as the same are repeated or contained in this Constitution. Third Schedule
not to apply

INTERPRETATION

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

Act	The Companies Act, 2016 or any statutory modification, amendment or re-enactment thereof for the time being in force and every other law of the time being in force concerning companies and affecting the Company.
Board	The Board of Directors for the time being of the Company.
Company	RHB Islamic Bank Berhad (Company No. 680329-V)
Constitution	This Constitution as originally framed or as altered from time to time by special resolution.
Directors	The Directors for the time being of the Company & “Director” is any one of them.
IFSA	Islamic Financial Services Act, 2013 or any statutory

modification, amendment or re-enactment thereof for the time being in force.

in writing	Written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words including transmitted by telex or telefax.
Member	A member of the Company being any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members as a registered shareholder of the Company.
month	Calendar month.
Office	The registered office for the time being of the Company.
Register of Members	The register of members to be kept pursuant to the Act.
Seal	The common seal of the Company.
Secretary	Any person appointed by the Board to perform the duties of the Secretary of the Company and shall include an assistant or deputy secretary.
Senior Member	The person whose name stands first in the Register of Members with respect to any registered share to which two (2) or more persons are jointly entitled.
Share Seal	The seal of the Company which is adopted from time to time by the Directors specifically to be affixed on share certificates issued by the Company pursuant to this Constitution.
Statutes	The Act, IFSA, Securities Industry (Central Depositories) Act 1991, Capital Markets and Services Act 2007, Securities Commission Act 1993 and every other legislation for the time being in force concerning the investment banking business and affecting the Company.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing person shall include corporations.

Subject as aforesaid any 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 re-enactment thereof, and of the Act as in force at the date at which this Constitution become binding on the Company.

SYARIAH ADVISORY BODY

8. The Board shall establish a Syariah advisory body in accordance with any written law and/or guidelines on the matter, whose members are made up of qualified persons as may be approved by the Central Bank of Malaysia to advise the Company on the operations of its banking business in order to ensure that they do not involve any element which is contrary to Syariah law. The Company to the extent permitted by relevant laws, guidelines, directives, regulations, orders and rulings which the Company is subject to, shall adhere to and comply with the advice of the Syariah advisory body and where applicable, the rulings of the National Syariah Council at Bank Negara Malaysia and/or the Syariah Advisory Council at the Securities Commission on any matter as regards its business so as to ensure that its business do not include any element which is not approved by Syariah law.
- Syariah
Advisory body

SHARES

9. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued but subject to the Act, any shares in the Company (whether or not forming part of the original capital) may be issued by the Directors with or have attached thereto such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors may from time to time determine subject to ordinary resolution of the Company. Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or that the option of the Company are liable, to be redeemed.
- Authority of
Directors to allot
shares
10. The Company may exercise the powers of paying commissions conferred by Section 80 of the Act, provided that the rate or the per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and that such commission shall not exceed ten (10) per centum of such 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.
- Commission
11. No person shall be recognised by the Company as holding any share upon any trust, and the company 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 the Act required or pursuant to any other order of court.
- Trusts not to be
recognised
12. Subject to the Act, every Member shall be entitled, without payment to receive within two (2) months after allotment or within one (1) month after lodgment of transfer one (1) 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 (1) certificate and delivery of such certificate to anyone of them shall be sufficient delivery to all.
- Issue of shares
certificates

- | | | |
|-----|--|--|
| 13. | If a share certificate is worn out, defaced, lost or destroyed, it may be renewed on payment of such fee not exceeding Ringgit Malaysia Fifty (RM50.00) and on such term, if any, as to evidence and indemnify and, the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit and, in the case of defacement or wearing out, on delivery of the old certificates. | Issue of new Certificates in lieu of one defaced lost or destroyed |
|-----|--|--|

LIEN

- | | | |
|-----|---|--|
| 14. | The Company shall have a first and paramount lien upon shares (whether fully paid or not registered in the name of any member, either alone or jointly with any other person) for his debts, liabilities and engagements whether the period for the payment, fulfillment or discharge, thereof shall have actually arrived or not, and the lien shall extend to all dividends and other distributions from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Constitution. | Company has lien on all shares and distributions thereof |
| 15. | A person whose shares have been sold shall cease to be a Member in respect of the shares sold, 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 or compensation at the rate of eight (8) per centum 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, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability to pay moneys on shares which have been sold |
| 16. | The Directors may sell any shares and any distribution thereof which is capable of being sold at such time or times and in such manner as they think fit, but no sale shall be made until such time as the money in respect of which the lien exists or some part thereof are or is presently payable and until the expiry of fourteen (14) days from a written notice, stating and demanding payment of such part of the amount in respect of which the privilege or lien exists as is presently payable has been given to the registered holder for the time of the share, or the person entitled to the share by reason of the death or bankruptcy of the registered holder. | Lien may be enforced by sale of shares subject to lien and distributions thereof which are capable of sale |
| 17. | To give effect to any sale of shares subject to the lien, the Directors may authorise a person to transfer the shares sold to the purchaser who shall be registered as a Member, and shall not have his title to the shares be effected by any irregularity or invalidity, in the proceedings in reference to the sale. | Director may authorise transfer & enter purchaser's name in the register |
| 18. | The net proceeds of any such sale shall be applied first, towards the costs and expenses of such sale, next towards satisfaction of the amount due to the Company, or the liability or engagement, as the case may be, to the Company, and the balance (if any) shall be paid to the Member or the person (if any) entitled to the shares or distribution at the date of the sale, subject to a similar lien for sums not presently payable which exists over the shares before the sale. | Application of proceeds |
| 19. | No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he has paid all calls for the time being due and payable on every share held by him whether alone or jointly with any other person together with compensation, charges or expenses (if | Member not entitled to membership privileges until |

any).

all calls paid

CALLS ON SHARES

20. The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the members in respect of any moneys unpaid on their shares or on any class of their shares as they think fit and not by the conditions of allotment of shares made payable at fixed date, provided that at least fourteen (14) days' notice is given of each call and each member shall be liable to pay the amount of every call so made upon him to the Company. A call may be made payable by instalments and at the times and places appointed by the Directors. Directors may make calls
21. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. When calls deemed to have been made
22. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof. Joint holders
23. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall bear all expenses reasonably incurred by the Company, if any, arising from such non-payment. The Directors may waive and not require payment of such expenses in whole or in part. Unpaid calls
24. Any sum which by terms of allotment of a share is made payable upon allotment or at any fixed date, and any instalment of a call shall for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in the case of non-payment the provisions of this Constitution as to bearing of expenses incurred, 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. Automatic calls
25. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Payment of calls
26. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called upon thereon, and upon all or any of the moneys so advanced, the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon them and such shareholder at a rate not exceeding eight (8) per centum per annum. No dividend shall be payable upon such part of the shares in respect of which such advance has been made. Such capital paid on shares in advance of calls shall not confer a right to participate in profits. Except in liquidation, sums paid in advance has become payable, be treated as paid up on the shares in respect of which they have been paid. Advance on calls

TRANSFER OF SHARES

27. Subject to the restrictions of this Constitution, shares shall be transferable but every transfer shall be in writing in the usual common form or in such other form as the Directors shall from time to time approve, and shall be left at the Office accompanied by the certificate of the shares to be transferred and such Transfer must be in writing

other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer.

28. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the said share until the name of the transferee is entered in the Register of Members in respect thereof. When title is deemed passed
29. 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:- Directors may refuse to the registration of transfers
- (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
- The notice of the resolution and the reasons referred to in Clause 29(b) is sent to the transferor and to the transferee within seven (7) days of the resolution being passed.
30. The Company shall be entitled to charge a fee not exceeding Ringgit Malaysia One (RM1.00) or such other sum as the Directors may require on the registration of every transfer. Transfer fee
31. 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 (30) days in any year. Closing of registers

TRANSMISSION OF SHARES

32. In the case of the death of a Member, the survivors or survivor, where the deceased was a joint holder, and the legal representatives of the deceased, where he was a sole or only surviving holder shall be the only person recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any share held by him. Transmission on death
33. 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 to receive notices 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 has been duly registered as a Member in the Register of Members. Person entitled to receive and give discharge for dividends
34. Any person becoming entitled to a registered share either solely or jointly in consequence of the death, bankruptcy, winding-up or any incapacity of any Member may, upon producing such evidence or title as the Directors shall require and subject to the Act and this Constitution as hereinafter provided, either be registered himself as holder of the share, or elect to have some person nominated by him registered as the transferee thereof. Entitlement in consequence of incapacitated member

- | | | |
|-----|---|--|
| 35. | If the right to the shares is transmitted by operation of law, the person shall notify the Company in writing that the person wishes to be registered as a shareholder of the Company in respect of the shares. For all purposes of this Constitution relating to the registration of transfers of shares, such notice shall be deemed to be a transfer and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred, and the notice were a transfer executed by the person from whom the title by the transmission is derived. | Election of person entitled to be registered as a Member |
| 36. | If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived. | Registration of nominee |
| 37. | The Company shall be entitled to charge a fee not exceeding Ringgit Malaysia One (RM1.00) on the registration of every probate, letter of administration, certificate of death, instrument of marriage, power of attorney, or other like instruments. | Fees on registration of instrument |

FOREFEITURE OF SHARES

- | | | |
|-----|--|---|
| 38. | If any member fails to pay any call or instalment of a call, within the stipulated time, the Directors may, serve a notice on him requiring payment of the amount unpaid together with any expenses that may have accrued by reason of such non-payment. | Notice to pay calls |
| 39. | The notice shall specify a date on or before which the payment is required to be made. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and the place appointed, the shares in respect of which such call was made will be liable to be forfeited. | Form of notice to pay calls |
| 40. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such 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. A forfeiture of shares shall include all dividends or other distributions in respect of the said shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Shares forfeiture |
| 41. | When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to Member or to the person entitled to the shares 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. | Notice for forfeiture must be served and entered in register of members |
| 42. | 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. | Dealing of forfeited shares by the Company |
| 43. | At any time before the forfeited share has been otherwise sold or disposed of, the Directors may annul the forfeiture upon such terms of payment of all calls and charges due thereon and all expenses incurred in respect of the | Directors may allow forfeited shares to be redeemed |

share and upon such further terms (if any) as they shall see fit to impose.

- | | | |
|-----|--|---|
| 44. | A shareholder whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay to the Company all money which at the date of forfeiture was payable by him to the Company together with any expenses incurred by reason of such non-payment, if the Directors think fit to enforce the payment, and his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Holder continues to be liable for arrears payable on forfeited shares |
| 45. | 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 in respect of 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. | Forfeiture extinguishes interest, claims & demands against Company |
| 46. | A statutory declaration in writing by a Director or secretary on a date stated in the declaration, be conclusive evidence of the facts therein stated, against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the forfeited share on any sale or disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not have his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. | Evidence of forfeiture and validity of sale |

CONVERSION OF SHARES INTO STOCK

- | | | |
|-----|---|---|
| 47. | (1) The Directors 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. | Conversion & Re-conversion by ordinary resolution |
| | (2) The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum. | Holders of stock may transfer their interest |
| | (3) The holders of stock shall according to the amount of the stock so held by them have the same rights, interests, privileges and benefits as regards dividends and other distributions, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such rights, interest, 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 aliquot part of stock which would not if existing in shares have conferred that rights, interests, privileges or benefits. | Participation in dividends and profits |
| | (4) 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". | Provision applicable to paid-up shares apply to stock |

INCREASE OF CAPITAL

- | | | |
|-----|--|--|
| 48. | The Company may from time to time, by ordinary resolution increase the share capital by such sum, as the resolution shall prescribe. | Power to increase capital |
| 49. | Subject to any directions that may be given in accordance with the powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital. | Creation of new shares to be considered as part of original capital. |

ALTERATION OF CAPITAL

- | | | |
|-----|---|---|
| 50. | The Company may alter its share capital by passing a special resolution to: | Company may alter its capital in certain ways |
| | (a) Consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; | |
| | (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares; or | |
| | (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or | |
| | (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; | |

- | | | |
|-----|---|-------------------|
| 51. | Subject to the Act, the Company may by special resolution reduce its share capital. | Capital reduction |
|-----|---|-------------------|

MODIFICATION OF CLASS RIGHTS

- | | | |
|-----|--|---------------------------------------|
| 52. | 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 may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the shareholders of such class representing not less than seventy-five (75) per centum of the total voting rights of the shareholders in such class, or with the sanction of a special resolution passed by the shareholders in such class. To any such separate meeting all the provisions of this Constitution as to general meetings of the Company shall mutatis mutandis apply, so that the necessary quorum shall be members of the class holding or represented by proxy one-third (1/3) of the share capital paid or credited as paid on the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll. On a poll, holder of shares of the class in question shall be entitled to have one (1) vote for every such share of that class held by him. To every such special resolution, Section 292 of the Act shall, with such adaptations as are necessary, apply. | Rights of Shareholders may be altered |
|-----|--|---------------------------------------|

GENERAL MEETING

53. An annual general meeting of the Company shall be held in accordance with the Constitution. All general meetings other than the annual general meeting shall be called extraordinary general meetings. Extraordinary General Meeting
54. The notices convening meeting shall be given to all Members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of this Constitution or the terms of issue of the shares held by them) and to the Directors and Company's auditors at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business shall be given to such persons as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company. The accidental omission to give such notice to, or to the non-receipts of such notice by, any person entitled to receive such notice shall not invalidate the proceedings of any resolution passed at any such meeting. Notice of meeting
55. A meeting, other than an annual general meeting, may be called by a notice of shorter period if so agreed 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. Short Notice
56. In every notice calling a meeting of the Company, there shall appear prominently, a statement informing the Member of 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. Right to appoint proxy
57. 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 report of the Directors and auditors, the election of Directors in the place of those retiring or the re-election of retired Directors as the case may be and the appointment, re-appointment and fixing of the remuneration of the auditors. Special Business

PROCEEDINGS AT GENERAL MEETING

58. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided two (2) members present in person shall be a quorum. For the purpose of this Clause "Member" includes a person attending as a proxy or as representing a corporation which is a Member. Quorum
59. If within half (1/2) 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 or to such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting, the members present shall be a quorum. When quorum is not present
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 Chairman of General Meeting

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 of their members, 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 on the show of hands) demanded:-
- (a) by the chairman of the meeting; or
 - (b) by at least three (3) Members present in person or by proxy; or
 - (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 any Member entitled to vote at such meeting in person or by proxy 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 shares conferring that right.
63. 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 such resolution. The demand for a poll may be withdrawn.
64. 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 meetings at which the poll was demanded, but a poll demanded on the election of a chairman on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The chairman of the meeting may (and, if so directed by the meeting shall) appoint scrutineers and may, in addition to the power to adjourn meetings contained in Clause 61, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
65. In the case of an equality of votes, whether on 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.

Power to
adjourn General
Meeting

How questions
to be decided at
meeting

Poll to be taken

Chairman to
have casting
votes(s)

VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attaching 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 and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote, and on a poll every member or a representative of a member or by proxy or by attorney or other duly authorised representatives shall have one (1) vote for such each share he holds. Right to vote
67. In the case of joint holders of shares of the Company, the joint holders shall be considered as one (1) member. If the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; where as if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised. Joint holder
68. 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. Members of unsound mind
69. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him to the Company in respect of shares in the eCompany have been paid. No member to vote whilst calls unpaid
70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. Vote to be taken as Chairman shall direct
71. 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 Company, but if he is not, he must be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar of Companies in a particular case. The instrument appointing a proxy shall be deemed to confer authority to demand or joining in demanding a poll. Proxy to be in writing
72. 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 in any other form which the Directors may approve:- Form of Proxy

RHB ISLAMIC BANK BERHAD

I/We, [name of member], [NRIC, Passport or Company No.], of [address] being a shareholder/joint shareholder of [actual number] of shares of the abovenamed Company, hereby appoint [name of proxy] of [address], or failing him, the chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company, to be held on the [date] and at any adjournment or postponement 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

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.

- | | | |
|-----|--|---|
| 73. | The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the general 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 proposed to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. | Instrument appointing proxy to be deposited |
| 74. | A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death or unsoundness of mind of the principal or revocation of the instrument of or of the authority under which the instrument or the authority was executed is given 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 registered office before the commencement of the general meeting or adjourned or postponed meeting at which the instrument is used. | Validity of proxy |

DIRECTORS

- | | | |
|-----|--|-------------------------------|
| 75. | 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 (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office. | Retirement for Directors |
| 76. | A retiring Director shall be eligible for re-election. | Eligibility for Re-election |
| 77. | 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 become directors | Determination of Directors to |

	on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.	Retire
78.	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 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 a resolution for the re-election of that Director is put to the meeting and the said resolution is not carried.	Filling of Vacancy
79.	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. Until and unless determined as aforesaid the number of Directors shall not be less than five (5) and not more than twelve (12).	Increase or Reduction in Number of Directors
80.	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 these regulations. Any Director so appointed shall hold office only until the next 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.	Casual vacancy or additional appointment
81.	The Company may by ordinary resolution remove of which special notice has been given any Director before the expiration of his period of office, and 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.	Removal of Directors
82.	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 from time to time be determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. No remuneration shall be paid to both an alternate Director and the Director nominating him unless specifically authorised by the Company in general meeting. The directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.	Remuneration of Directors
83.	There shall be no shareholding qualifications for Directors, unless the Company in general meeting shall otherwise determine.	Directors Shareholding Qualification
84.	Except for the Managing Director, any Director with the approval of the other Directors may appoint any persons (whether a member of the Company or not) to be an alternate or substitute Director in his place during such period as he thinks fit. Any person while he so holds the office as an alternate or substitute Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute Director shall ipso facto vacate his office if the appointor's office is vacated. Any appointment or removal of alternate or substitute Director under this Constitution shall be effected by notice in writing to the Company left at the	Appointment of alternate or substitute Director

Office, under the hand of the appointing Director.

85. The office of a Director shall become vacant if the person holding that office:-
- Office of
Director vacated
in certain cases
- (a) resigns by giving a written notice to the Company at the Office;
 - (b) has retired in accordance with the Act or this Constitution but is not re-elected;
 - (c) is removed from office in accordance with this Act or this Constitution;
 - (d) becomes disqualified from being a director under the Act and by reason of any of laws applicable to the Company;
 - (e) becomes bankrupt during his term of office;
 - (f) 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;
 - (g) dies; or
 - (h) is absent for more than 50% (or such percentage as may be stipulated by the relevant regulations for the time being in force) of the total Board meetings held during each financial year, unless approval is obtained from the relevant regulators to waive this requirement.

POWERS AND DUTIES OF DIRECTORS

86. The business of the Company shall be managed by or under the direction of the Board. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company, subject to any modification, exception or limitation contained in the Act, the Statutes and this Constitution. A Director shall at all times exercise his powers in accordance with the Act, for a proper purpose and in good faith in the best interest of the Company. A Director shall exercise reasonable care, skill and diligence with (a) the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities; and (b) any additional knowledge, skill and experience which the director in fact has.
- General Powers
of the Company
vested in the
Directors
87. The Directors may exercise all the powers of the Company to borrow money and to mortgage, pledge 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 any third party.
- Power of
Directors to
borrow and
issue debentures
88. The Directors may exercise all the powers conferred by Section 62 of the Act in relation to any Seal for use outside Malaysia and section 53 of the Act in relation to branch register.
- Branch Registers
89. 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 discretion (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may
- Directors may
appoint
Attorneys

think fit; and any such powers of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- | | | |
|-----|--|--|
| 90. | 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 (2) Directors or in such manner as the Directors from time to time determine by resolution. | Execution of negotiable instrument and receipts for money paid |
| 91. | The Directors shall cause minutes to be duly entered in books provided for the purpose: | Minutes to be made and when signed by Chairman to be conclusive evidence |
| | (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 meeting of the Company and of the Directors; and | |
| | (c) of all proceedings at all meetings of the Company and of the Directors. | |

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

PROCEEDINGS OF DIRECTORS

- | | | |
|-----|---|--------------------------------------|
| 92. | The Directors may meet together for the despatch of business adjourned and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. 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. | Meetings |
| 93. | Subject to the notice requirement as provided in Clause 92 and quorum requirements as provided in Clause 96, meetings of the Directors may be held and conducted through the telephone, live video or any other forms of instantaneous communications equipment which allows all persons participating in the meeting to hear one another. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. | Meetings through instantaneous means |
| 94. | Subject to these Clauses, questions arising at any meeting of 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 the Directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. | Meetings of committee |
| 95. | A Director shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising threat, and if he does so vote his vote shall not be counted. | Restriction on voting |
| 96. | The quorum necessary for the transaction of the business of the Directors | Quorum |

may be fixed by the Directors and unless so fixed shall be two (2), one (1) of whom shall be an independent director present or his alternate or substitute director.

- | | | |
|------|---|--|
| 97. | 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 the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose. | Number reduced below quorum |
| 98. | The Directors may elect a chairman for their meetings and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one of their Member to be the chairman of the meeting. | Chairman |
| 99. | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any conditions that may be imposed on it by the Directors. | Committees |
| 100. | A committee may elect a chairman of its meetings and 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 or is unwilling to act the members present may choose one of their number to be chairman of the meeting. | Chairman of committee |
| 101. | 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. | Meetings of committee |
| 102. | 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 person had been duly appointed and was qualified to be a Director. | Validity of acts where appointment defective |
| 103. | A resolution in writing, signed or assented to by all Directors present in Malaysia with at least one (1) independent director or his alternate or substitute director, for the time being entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents including facsimile or other similar means of communication by instantaneous communication device, in similar form and each document shall be signed or assented to by one or more Directors. | Resolutions in writing signed by directors effective |

MANAGING DIRECTOR

- | | | |
|------|--|----------------------------------|
| 104. | The Directors may from time to time appoint one (1) or more of their body to the office of Managing Director for such period and such terms as they think fit but if the appointment is for a fixed term, the term shall not exceed three (3) years and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. | Appointment of Managing Director |
| 105. | A Managing Director shall, subject to the terms of any agreement entered | Remuneration of Managing |

- 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. Director
106. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of those powers. A Managing Director shall be subject to the control of the Board. The Managing Director shall not be entitled to appoint his alternate or substitute. Powers of Managing Director

SECRETARY & ASSISTANT SECRETARY

107. (1) The Board shall appoint Secretary or Joint Secretaries in accordance with the Act and determine the terms and conditions of such appointment. The Secretary or Joint Secretaries may resign from Office by giving a notice to the Board. Appointment and Resignation of Secretary
- (2) The Directors may also appoint one or more Assistant Secretaries and may subject to the provisions of the Act from time to time direct how the duties and responsibilities for the secretarial department are to be allocated as between the Secretary/ies and Assistant Secretary/ies. Assistant Secretary

SEAL

108. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the affixing 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 one (1) 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 facsimile signature of a Director or the Secretary provided the signature of the other Director, Secretary or authorised person is made under its own hand. Such facsimile signature may be reproduced by mechanical or other means. Custody and affixing of seal

AUDIT

109. Auditors shall be appointed and their duties regulated in accordance with sections 271 to 287 of the Act or any amendment thereof. Auditor

DIVIDENDS AND RESERVES

110. Subject to applicable laws and as provided herein, the Directors may from time to time declare dividends, but not dividend shall exceed the amount recommended by the Directors. Before such distribution is made by the Company to the Members, such distribution must be authorised by the Directors of the Company in accordance with the Act. Declaration of dividend
111. 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. Interim dividend
112. No dividend shall be paid otherwise than out of profits or pursuant to the Act nor shall any unpaid dividend bear interest or returns against the Company. Dividends only from profits

- | | | |
|------|---|---|
| 113. | Subject to applicable laws, the Directors shall, before recommending the payment of any dividends, set aside out of the net profits of the Company after due provision has been made for zakat, such sum or sums as may be prescribed, or such additional sums as they deem fit, to maintain a reserve fund in compliance with Section 57 of the IFSA or any modification thereof for the time being in force, and the Directors may set aside any further sum or sums as they think fit and proper as separate reserve fund or reserve funds. Subject to any provisions to the contrary contained in any written law and/or guidelines, any such reserve fund shall, at the discretion of the Directors, be applicable for any purposes to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be 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 profit which they may think prudent not to divide. | Reserve funds and their application |
| 114. | Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be equally declared and paid according to the amounts 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. | Dividend to be distributed equally |
| 115. | 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 all account of unpaid or partially paid calls or otherwise in relation to the shares of the Company held by him. | Debts may be deducted |
| 116. | Where there is a declaration of dividend, bonus or other distributions may direct payment of such dividend, bonus or distribution 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 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 in particular issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any 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 upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. | Payments of dividend in specie |
| 117. | Any dividend or other money payable in cash in respect of shares may be paid by cheque or warrant, or by way of direct transfer by means of the electronic payment systems upon terms and subject to conditions as the Directors may stipulate, payable to the order of the Member as appearing in the Register of Members on the said date or in the case of joint holders, to the order of the holder whose name first appearing in the Register of Members in trust for the other joint holder in addition to himself proportionately. The payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque | Payment by cheque or warrant, or by way of direct transfer good discharge |

or warrant shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALISING OF PROFITS

118. 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 sums 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 conditions 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.

Power to capitalise

119. 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 provisions 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 capitalized, of the amounts or any part of the amount remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Effect of resolution to capitalise

LANGUAGE

120. If any financial statements, minutes books or other records required to be kept by the Act are not kept in the National or English Language, the Directors shall cause a true translation of such financial statements, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original financial statements, minute books and other records for so long as the original financial statements, minute books and other records are required by the Act to be kept.

Language

121. Any Director or the Secretary or any person appointed by the Directors for the purpose of this Constitution shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and, where any books, records, documents or accounts are kept elsewhere then in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed as a person appointed by the Directors as aforesaid.

Authentication of document

122. 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 121 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.

Extraction of minutes

NOTICES

123. A notice may be given by the Company to any Member in hard copy either personally or by post to the address as stated in the Register of Members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing 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.
124. 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 Company shall be deemed as the last known address provided by the Member to the Company for the purposes of communication with the Member.
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 jointly held to the address as stated therein.
126. A notice may be given by the Company to the persons entitle to a share in consequence of the death, bankruptcy, winding-up or any incapacity of a Member by sending it through the post 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 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.
127. (1) 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.

How notices to be served to members

Electronic notices

Notice to joint holders

Notice to persons entitled by transmission

Person entitled to notice

WINDING UP

128. If the Company is wound up the liquidators may, with the sanction of a special resolution of the Company divide amongst the Members in kind

Distribution of assets in specie

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 Member. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

129. 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.

Indemnity

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.