



**PUBLIC ISLAMIC BANK**

**CONSTITUTION**

**OF**

**PUBLIC ISLAMIC BANK BERHAD**

**Company Registration No. 197301001433 (14328-V)**

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**INCORPORATED ON THE 5TH DAY OF JULY 1973**

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

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|----|---|----------------------|
| 1. | The name of the Company is " <b>PUBLIC ISLAMIC BANK BERHAD</b> ".   | Name                 |
| 2. | The registered office of the Company will be situated in Malaysia.  | Registered office    |
| 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 Companies Act 2016, subject always that the businesses or activities are approved, or not otherwise objected to by Bank Negara Malaysia or other relevant authorities and are in compliance with Shariah. | Power of the Company |
| 4. | The liability of the Members is limited.  | Liability of Member  |

**INTERPRETATION**

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| 5. | In this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: | Interpretation |
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**WORDS**

**MEANINGS**

“Act”	The Companies Act, 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.
“Clauses”	The Clauses of this Constitution of the Company for the time being in force or as altered from time to time by special resolution.
“Company”	Public Islamic Bank Berhad.
“Directors”	The Directors for the time being of the Company.

“Electronic Address”	Any electronic mail address or mobile or contact number used for the purpose of sending or receiving documents or information by electronic means.
“Electronic Communication”	Include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the Electronic Address or any other address or number of the addressee, as permitted by the law.
“Electronic Form”	Document or information sent by Electronic Communication or by any other means whereby a recipient of such document or information would be able to retain a copy.
“IFSA”	Islamic Financial Services Act 2013.
“Member”	Any person(s) for the time being holding shares in the Company and whose name(s) appears in the Register of Members.
“Office”	The registered office for the time being of the Company.
“Register of Members”	Register of Members to be kept pursuant to the Act.
“Seal”	The Common Seal of the Company.
“Secretary”	Any person(s) appointed to perform the duties of the Secretary of the Company including Assistant Secretary(ies) or any person(s) appointed to perform the duties of Secretary temporarily.
“Statutes”	The Act, the IFSA; and any statutory modification, amendment or re-enactment thereof, and all other legislations including regulations and guidelines for the time being in force governing Islamic banking business as defined in the IFSA and affecting the Company.

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

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

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

Words importing persons shall include corporations.

Subject as aforesaid, words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which this Constitution become binding on the Company.

### **SHARES**

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| 6. | The shares in the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred, or other special rights, privileges, conditions, or restrictions as to dividends, capital, voting, or otherwise.  | Share capital  |
| 7. | Subject always to the respective rights, terms, and conditions as stated herein, the Company shall have the power to increase or reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares, and also from time to time to alter, modify, commute, abrogate, or deal with any such rights, privileges, terms or designations in accordance with the Constitution for the time being of the Company.   | Alteration of share capital  |
| 8. | Where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or for the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay returns on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions in Section 130 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant. | Shares issued for purpose of raising money for construction of works, buildings or plant |

9. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of this Constitution, the Statutes and to the provisions of any resolution of the Company, shares in the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Directors may determine but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions:
- Allotment of shares
- (1) In the case of shares other than ordinary shares, no special rights shall be attached unless the same have been expressed in this Constitution.
  - (2) Subject to the requirements of IFSA and/or other relevant authorities, no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members in general meeting.
10. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed PROVIDED ALWAYS:
- Preference Shares
- (1) The rights attaching to shares of a class other than ordinary shares shall be expressed.
  - (2) The Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.
  - (3) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened:
    - (a) for the purpose of reducing the Company's share capital, or winding up of the Company, or sanctioning a sale of the whole of the Company's property, business and undertaking; or
    - (b) where the proposition to be submitted to the meeting directly affects their rights and privileges attached to the shares; or
    - (c) when the dividend or part of the dividend on the preference shares is in arrears for more than 6 months; or
    - (d) during the winding up of the Company.

11. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company PROVIDED THAT such commission shall not exceed 10% of the price at which such shares are issued, or an amount equivalent to such percentage, and that the requirements of Section 80 of the Act shall be observed. Subject to the provisions of Section 78 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully 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 on subscription
12. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share 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 required by the Statutes or pursuant to any order of Court. Trust not to be recognised

#### **CERTIFICATES**

13. The Company shall not be required to issue a share certificate unless an application by a member for a certificate relating to the member's shares in a company has been received. Any share certificate issued by the Company shall be made in accordance with Sections 97, 98, 99 and 100 of the Act. Issue of share certificates
14. Subject to the provisions of the Act and this Constitution, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be reissued and replaced on such evidence being produced and a letter of indemnity (if required) being given by the Member and in any case on payment of such fee or fees as may be from time to time determined by the Directors. In case of destruction, loss or theft of a share certificate to whom a reissued and replacement share certificate is given, the Member shall in addition to paying the required fee, pay to the Company all expenses incidental to the investigation by the Company of such destruction, loss, theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such replacement certificate. Replacement of certificates

#### **CALLS ON SHARES**

15. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times PROVIDED THAT no call shall be payable at less than 1 month from the date fixed for payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each Member shall be entitled to receive at least 14 days' notice specifying the time or times and place of payment, and shall 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. Directors may make calls

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| 16. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be required to be paid by instalments.   | When call deemed to have been made                                |
| 17. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with compensation charges at such rate not exceeding 8% per annum as the Directors may determine from the day appointed for payment thereof to the date of actual payment, and any expenses that may have accrued by reason of such non-payment, but the Directors may waive payment of such compensation charges and expenses wholly or in part.  | Compensation charges on unpaid call                               |
| 18. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of this Constitution as to payment of compensation charges and expenses, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.  | Non-payment of calls  |
| 19. The Directors may, on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the times of payment of such calls.  | Arrangements and times for payment of calls                       |
| 20. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up 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 return as may be agreed upon between them and such Member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Except in a liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid PROVIDED ALWAYS THAT capital paid on shares in advance of calls shall not confer a right to participate in profits. | Calls may be paid in advance                                      |
| 21. A Member shall not be entitled to receive any dividend or to exercise any privilege as a Member in respect of any share upon which calls or instalments are due and unpaid.   | No entitlement to dividend or Member's privilege on unpaid shares |

### TRANSFER OF SHARES

22. (1) Subject to this Constitution and the Statutes, 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 member of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register in respect thereof. Transfer to be in writing
- (2) The duly executed and stamped instrument of transfer must be left for registration at the Office and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a member and retain the instrument of transfer. Transfer with documents to be left at Office
23. The instrument of transfer of a share shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Transferor deemed holder until registered
24. The Directors may, in their absolute discretion decline to register any transfer of shares where the registration of the transfer would result in a contravention or failure to observe the provisions of any laws in Malaysia or the transfer is in respect of a partly paid share in respect of which a call has been made and is unpaid. Refusal to register transfer
25. The Company shall provide a book called the "Register of Transfers" which shall be kept by the Secretary under the control of the Directors, and in which shall enter the particulars of every transfer or transmission of every share. Register of Transfers
26. The Company shall be entitled to charge a fee not exceeding RM3.00 or such other sum as the Directors may require on the registration of every transfer. Transfer fee
27. The registration of transfer 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 30 days in any year. Suspension of registration of transfer

### TRANSMISSION OF SHARES

28. Subject to the provisions of the Act, in case of the death of a Member, the legal personal representatives of the deceased, shall be the only person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any shares which had been held by him. Death of Member



29. Any person becoming entitled to a share in consequence of the death, bankruptcy, insolvency or winding-up of a Member may, upon such evidence being produced as may from time to time be required by the Directors, 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 or insolvency. Shares of deceased or bankrupt
30. A person entitled to a share in consequence of the death, bankruptcy, insolvency or winding-up of a Member shall, upon the production of such evidence as may from time to time be required by the Directors, be entitled to the same dividends and other advantages to which he would be entitled if he were a registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by memberships in relation to meetings of the Company until he shall have been registered as a Member in respect of the share. Rights of unregistered personal representative or assignee

### LIEN ON SHARES

31. Subject to the provisions of the Act and this Constitution, the Company shall have a first and paramount lien on every share (not being a fully paid-up share) for all moneys (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 Member or deceased Member for all moneys (whether presently payable or not) payable by him or his estate to the Company. Company to have paramount lien on shares and dividends
32. 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 14 days after 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. Shares on lien may be sold
33. The proceeds of 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 any like lien for sums not presently payable that existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators, or assignees or as he directs. Application of sale proceeds
34. For giving effect to any sale of shares subject to lien, the Directors may authorise some person to transfer the shares sold to the purchaser. 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. Transfer of forfeited shares

### FORFEITURE OF SHARES

35. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring payment of so much of the call or instalment as is unpaid, together with any charges which may have accrued by reason of such non-payment. Notice to pay call
36. The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is 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 at the place appointed, the shares in respect of which the call was made will be liable to be forfeited. Notice requiring payment to contain certain particulars
37. 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. On non-compliance with notice, shares forfeited on resolution of Directors
38. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture may be given to the holder of the share or to the person entitled to the share by reason of his death or bankruptcy, as the case may be, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice. Notice of forfeiture may be given
39. The Directors may, at any time before any shares so forfeited shall have been sold, re-allotted, or otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and charges due thereon and all expenses incurred in respect of the shares and upon such further terms (if any) as they shall see fit to impose. Directors may annul forfeiture upon payment
40. Every share so forfeited shall become the property of the Company and 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. Directors may dispose of forfeited shares
41. A person whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and any compensation charges and expenses which may have accrued by reason of such non-payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. Holder continues to be liable for arrears payable on forfeited shares

42. If any share is forfeited and sold, any residue after the satisfaction of the unpaid calls and compensation charges and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. Residue of proceeds of sale of forfeited shares
43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited in pursuance of this Constitution 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. The Company may receive consideration (if any) given for a forfeited share on any sale or disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission, irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share. Title to forfeited shares
44. 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. Forfeiture for non-payment of any sum under call
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 incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. Consequences of forfeiture
- CONVERSION OF SHARES INTO STOCK**
46. The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and re-convert any stock into paid-up shares of any denomination. Conversion of shares into stock and reconversion
47. The holders of stock may transfer the same or any part thereof in the same manner and subject to this Constitution governing their shares from which the stock was converted or as near thereto as circumstances may admit; 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. Holders of stock may transfer their interests
48. 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 rights, privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right, privilege or advantage. Rights of stock holders
49. Such of the Clauses of this Constitution as are applicable to paid-up shares shall apply to stock and the words "share" and "Member" therein shall include "stock" and "stockholder". Provisions applicable to paid-up share to apply to stock

### INCREASE OF CAPITAL

50. The Company may from time to time, whether all the shares for the time being issued have been fully called up or not, by ordinary resolution increase its share capital by the creation and issuance of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividends, return of capital, voting or otherwise as the Company by the resolution authorising such increase directs. Company may increase its capital
51. Subject to any direction to the contrary that may be given by the Company in general meetings, 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 limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, 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 also 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 Clause. Offer of new or unissued shares to existing Members
52. Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture or otherwise as the original share capital. New capital considered as original capital

### ALTERATION OF CAPITAL

53. The Company may by special resolution: Consolidation, division, cancellation and sub-division of shares
- (1) Consolidate and divide all or any of its share capital;
- (2) Sub-divide its existing shares or any of them and so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each sub-divided share shall be the same as it was in the case of the share from which the sub-divided share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the other or others of such shares.

PROVIDED ALWAYS THAT nothing in this Clause shall affect the Company's power to cancel any shares pursuant to any exercise of its power under Clause 7 of this Constitution.

54. The Company may by special resolution reduce its share capital in any manner authorised by the Act PROVIDED ALWAYS THAT nothing in this Clause shall affect the Company's power to reduce its share capital pursuant to any exercise of its power under Clause 7 of this Constitution.
- Reduction of share capital

### MODIFICATION OF CLASS RIGHTS

55. (1) Subject to the provisions of the Act and this Constitution, whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of  $\frac{3}{4}$  of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up.
- Rights of shareholders may be altered
- (2) To every such separate meeting as referred to above, all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be Members of the class holding or represented by proxy  $\frac{1}{3}$  of the capital paid or credited as paid on the issued shares of the class and that the holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively.
- (3) The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS THAT where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of  $\frac{3}{4}$  of the preference capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

### GENERAL MEETINGS

56. An annual general meeting shall be held in accordance with the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings shall be held on such date and at such time and place as the Directors shall determine.
- General meetings
57. The Directors may convene an extraordinary general meeting whenever they think fit, and an extraordinary general meeting shall also be convened on requisition of Members in accordance with the Act, or in default may be convened by such requisitionists themselves as provided by the Act. In the case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the objects of the meeting shall be transacted.
- Convening of extraordinary general meetings

### NOTICE OF GENERAL MEETINGS

58. (1) Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and resolutions of which special notice is required, the notices convening meetings 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 the Auditors at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.
- (2) Every notice of meeting shall specify the place, the date and the time of meeting and in the case of special business shall also specify the general nature of the business of the meeting. In case of special business, the notice of meeting shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
59. A meeting shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed:
- (1) in the case of a meeting called as the annual general meeting, by all the Members having the right to attend and vote at the meeting; and
- (2) in the case of any other meeting, by a majority in the number of Members entitled to attend and vote at the meeting being a majority who together holds not less than 95% in the number of the shares giving a right to attend and vote.
60. The accidental omission to give notice of any meeting to, or the non-receipt of 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.
- Notice of general meetings
- Shorter notice
- Accidental omission of notice shall not invalidate meeting

### PROCEEDINGS AT GENERAL MEETINGS

61. 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 the declaring of a dividend, the receiving of the audited financial statements and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the fixing of the fees of Directors, and the appointment of and the fixing of the remuneration of the Auditors.
62. No business shall be transacted at any general meeting unless a quorum of Members is present in person at the time when the meeting proceeds to business. Save as herein otherwise provided, quorum at a meeting shall always be pursuant to Section 328 of the Act. For the purposes of this Clause "Member" includes a person attending as a proxy or representing a corporation which is a Member.
- Special business
- No business shall be transacted unless quorum present

63. 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 (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if within 15 minutes from the time appointed for holding the adjourned meeting, a quorum is not present, any of the Members present shall be a quorum and may transact the business for which the meeting was called. If no quorum meeting adjourned or dissolved
64. The Chairman or in his absence, the Deputy Chairman (if any) of the Board of Directors shall preside as Chairman at every general meeting. If there be no such Chairman or Deputy Chairman or if at any meeting no such officer is present within 15 minutes after the time appointed for holding such meeting, or is unwilling to act as Chairman of the meeting, the Directors present shall choose 1 Director to act as the Chairman of the meeting, or if no Director is present, or if all the Directors present decline to take the chair, the Members present shall choose 1 Member present to be Chairman of the meeting. For avoidance of doubt, a proxy appointed by a member shall not be elected to be the Chairman of the meeting. Chairman of general meetings
65. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 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. Power to adjourn general meeting
66. (1) At any general meeting of Members, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded: How resolution decided
- (a) by the Chairman;
  - (b) by at least 3 Members present in person or by proxy or by representative;
  - (c) by any Member present in person or by proxy or by representative and representing not less than ten per centum of the total voting rights of all the Members having the right to vote at the meeting; or
  - (d) by a Member 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 ten per centum of the total paid-up shares conferring that right.

On a vote on a resolution at a meeting on a show of hands, a declaration by the Chairman of the meeting that the resolution has on a show of hands been passed unanimously or with a particular majority or is lost, and an entry to that effect in the minutes of the proceedings, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (2) The demand for a poll may be withdrawn. Withdrawal of demand for poll
67. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. When no poll may be demanded
68. 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 of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken
69. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have casting vote in addition to the votes to which he may be entitled as a Member. Chairman to have casting vote
70. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded. Business may proceed notwithstanding demand for poll

### **VOTES OF MEMBERS**

71. (1) Subject to this Constitution and any rights or restrictions for the time being attached to any class or classes of shares: How Members may vote
- (a) at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or representative;
  - (b) on a show of hands every person present who is a Member, a proxy or a representative of a Member has 1 vote, and on a poll every Member present in person or by proxy or representative has 1 vote for each share he holds; and
  - (c) on a show of hands, any Member who is a proxy for another Member, and any person who is a proxy for more than 1 Member shall have only 1 vote.



- (2) Any proxy or representative appointed to vote and attend instead of a Member shall have the same right as the Member to speak at the meeting.
- (3) A proxy may, but need not be a Member of the Company.
72. Subject to this Constitution, any Member being of unsound mind or whose 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. Any one of such person may vote either personally or by proxy or by attorney PROVIDED THAT such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 48 hours before the time appointed for the holding of the meeting. Votes of Member of unsound mind
73. 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. Members indebted to Company in respect of shares not entitled to vote
74. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney of the corporation duly authorised. Instrument appointing proxy to be in writing
75. 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, and a proxy shall be entitled to vote on a show of hands on any questions at any meeting. Extent of authority of instrument appointing proxy
76. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given, PROVIDED THAT no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used. Validity of vote of proxy
77. 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 or at such other place within Malaysia or in such manner as is specified for that purpose in the notice convening the meeting not less than 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 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 a proxy to be deposited at the Office

78. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve:

Form of proxy

**PUBLIC ISLAMIC BANK BERHAD**

**FORM OF PROXY**

I/We..... NRIC No./Co. No.: .....  
(FULL NAME IN BLOCK LETTERS)

of.....  
(FULL ADDRESS)

being a Member of PUBLIC ISLAMIC BANK BERHAD, hereby appoint

..... NRIC No.: .....  
(FULL NAME IN BLOCK LETTERS)

of.....  
(FULL ADDRESS)

and/or failing him, ..... NRIC No.: .....  
(FULL NAME IN BLOCK LETTERS)

of.....  
(FULL ADDRESS)

or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting/Extraordinary General Meeting of the Company to be held at ..... on ..... at ....., or any adjournment thereof.

My/our proxy shall vote as follows:

(Please indicate with an "X" in the space provided below how you wish your votes to be cast on the resolutions specified in the notice of meeting. If you do not do so, the proxy will vote, or abstain from voting on the resolutions as he may think fit.)

RESOLUTION	FOR	AGAINST

Signed this ..... day of ..... 20 .....

.....  
Signature of Member/Common Seal

79. 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.
- Objection to qualification of voter

### **CORPORATIONS ACTING BY REPRESENTATIVES**

80. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
- Corporate representative

### **DIRECTORS**

81. All the Directors of the Company shall be natural persons.
- Directors
82. Until otherwise determined by a general meeting, the number of Directors shall not be less than 5 or more than 15.
- Number of Directors
83. A Director shall not be required to hold any share qualification in the Company.
- Shareholding qualification of Directors
84. Subject to the Statutes, a Director may appoint any person (other than another Director or a person who has already been appointed alternate for another Director) approved by the majority of the Directors to be his alternate, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall receive his remuneration from the Director appointing him and not from the Company unless the Company be instructed in writing by the appointor to pay any portion of his remuneration to such alternate Director. An alternate Director shall be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which his appointor is not present, and generally in the absence of his appointor, to perform all the functions of his appointor as a Director. An alternate Director shall be an officer of the Company and shall be responsible to the Company for his own acts and defaults. An alternate Director may be removed from office by a resolution of the Board of Directors, and shall *ipso facto*, cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same annual general meeting. All appointments and removals of alternate Directors made by any Director in pursuance of this Clause shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.
- Alternate Director

85. (1) The fees and benefits payable to the Directors shall be such fixed sum as may be determined by the Company in general meeting. Directors' remuneration
- (2) Fees payable to Directors not holding any executive position in the Company shall be by a fixed sum and not by a commission on, or a percentage of, profits or turnover.
- (3) The fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.
- (4) Salaries payable to Directors holding executive office shall not include a commission on or percentage of turnover.
- (5) The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in connection with the Company's business.
86. No Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than that of Auditors) or under any other company in which the Company shall be a shareholder or otherwise has an interest in or from contracting with the Company or any company in which the Company is a shareholder or in which the Company otherwise has an interest either with regard to his tenure of any such office or place of profit or as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company or any other company as aforesaid 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 only of such Director holding that office or of the fiduciary relations thereby established but the nature of his interests shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice in writing, which complies with Section 221(4) of the Act given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice. A Director shall not vote on any contract or proposed contract or arrangement in which he is directly or indirectly interested. Directors may contract with Company or hold office or place of profit under the Company or act professionally
87. Subject to the Statutes, 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 retire from office. Number of Directors may be increased or reduced

### POWERS AND DUTIES OF DIRECTORS

88. (1) The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company and do on behalf of the Company, all such acts as may be exercised and done by the Company, and as are not by the Statutes or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to this Constitution, to the provisions of the Statutes, and to such resolution being not inconsistent with this Constitution or provisions of the Statutes, as may be prescribed by the Company in general meeting, but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made. Directors to manage Company's business
- (2) Without prejudice to the generality of the foregoing sub-Clause the Directors may on behalf of the Company pay a gratuity, pension or allowance to any employee or ex-employee, Director or former Director, or the wife, widow or other dependant of an employee or ex-employee, Director or former Director in such manner to such extent as the Directors shall think fit and for these purposes the Directors may if they think fit either alone or in conjunction with any other persons constitute and contribute to a scheme or trust for the purpose of providing any such gratuity, pension or allowance and take out policies of insurance and pay the premiums reserved thereby. Directors may pay gratuity, pension or allowance
89. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, 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 power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Appointment of attorneys
90. The remaining Directors may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company. Remaining Directors may appoint sufficient Directors to Board

91. The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers by the Directors, and of the proceedings of all meetings of Directors and committees of Directors, and of the attendances thereat, and all business transacted at such meetings; and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
- Directors to cause minutes to be made

### **BORROWING POWERS**

92. (1) The Directors may from time to time at their discretion raise or borrow such sums of money as they think proper and may secure the repayment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage or guarantee, charge or security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being PROVIDED HOWEVER the Directors shall not, other than in the ordinary course of the Company's business, borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- Power of Directors to borrow
- (2) The Directors may exercise all the powers of the Company in the ordinary course of the Company's business to guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or unincorporate with or without securities.

93. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company in its ordinary course of business, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.
- Indemnity to be given

### **MANAGING DIRECTOR AND EXECUTIVE DIRECTOR**

94. (1) The Directors may from time to time appoint one or more of their body to any executive office including the office of Managing Director, Executive Director or Chief Executive Officer.
- Appointment of Managing Director and Executive Director
- (2) Any such appointment or appointments shall be for such period and on such terms and at such remuneration as the Directors think fit, and subject to the terms of any contract entered into in any particular case, the Directors may revoke such appointments.

- (3) A Director holding an executive office shall, while he continues to hold such office be subject to retirement by rotation and he shall be taken into account in determining the rotation or retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal from office as the other Directors of the Company and if he shall cease to hold the office of Director from any cause he shall *ipso facto* and immediately cease to hold executive office.

95. A Director holding executive office shall, subject to the terms of any contract entered into in any particular case, receive such remuneration (but not by way of a commission on, or percentage of turnover) as the Directors may determine. Remuneration
96. The Directors may entrust to and confer upon a Director holding executive office 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 PROVIDED THAT the Director(s) holding executive office shall at all times be subject to the control of the Board of Directors. Powers of Directors holding executive office

#### **VACATION OF OFFICE OF DIRECTOR**

97. The office of a Director shall be vacated if the Director: Office of Director shall be vacated in certain cases
- (1) becomes bankrupt or he makes any arrangement or composition with his creditors generally during his term of office;
- (2) is prohibited from being a Director by virtue of the Act or by reason of any order made under any provision of the Statutes;
- (3) becomes of unsound mind during his term of office;
- (4) resigns his office by notice in writing to the Company;
- (5) is removed from office by a resolution of the Company in general meeting in accordance with Section 206(2) of the Act; and
- (6) is disqualified from being a Director by any provisions of Section 68 of the IFSA or Section 198 or Section 199 of the Act.

**APPOINTMENT, ROTATION AND REMOVAL OF DIRECTORS**

98. The Directors shall have power at any time to appoint any person to be 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 conclusion of the next annual general meeting and shall be eligible for re-election but he shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Powers to fill casual vacancies or appoint additional Director
99. At every annual general meeting,  $\frac{1}{3}$  of the Directors for the time being or the number nearest to  $\frac{1}{3}$  shall retire from office and be eligible for re-election. All Directors shall retire from office at least once in every 3 years but shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting at which he retires. Retirement of Directors by rotation
100. The Directors to retire in every year shall be those who have been longest in the office since their last election, but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Selection of Directors to retire
101. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected as a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Statutes from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected. Where retiring Directors deemed re-elected
102. A motion for the election or re-election of 2 or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that the motion shall be so made has first been agreed to by the meeting without any vote being given against it. Motion for election or re-election of two or more Directors
103. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 206 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company and the Director. Such removal shall be without prejudice to any claim such Director may have against the Company for breach of contract of service. The Company may, if thought fit, by ordinary resolution of which special notice has been given in accordance with Section 206 of the Act, appoint another person in place of a Director removed from office. A person appointed in place of a Director so removed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy. Removal of Director



## PROCEEDINGS OF DIRECTORS

104. 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 PROVIDED THAT notice of meeting need not be in writing. Questions arising at any meetings shall be determined by majority of votes. In the case of equality of votes, provided more than 2 Directors present are competent to vote on the question at issue but not otherwise, the Chairman shall have a second or casting vote. Meetings of Directors
105. The quorum necessary for the transaction of the business may be determined by the Directors, and until otherwise determined, at least half of the number of Directors must be present to form a quorum. Quorum
106. The Directors may from time to time elect a Chairman or a Deputy Chairman of the Board of Directors and the Directors may determine the period for which such officers shall respectively hold office. The Chairman or in the absence of the Chairman, the Deputy Chairman (if any) shall preside at the meetings of the Directors. If such officers have not been appointed, or if no such officer is present within 15 minutes after the time appointed for a meeting, the Directors present shall choose 1 of their number to be Chairman at such meeting. Election of Chairman and Deputy Chairman
107. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any such committees of Directors shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Directors may delegate their powers
108. All acts done bona fide by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. All acts done by Directors to be valid
109. A resolution in writing signed by a majority of the Directors or their alternates present in Malaysia and who are sufficient to form a quorum and taking the form of one or more documents in writing or by telegram; telex; facsimile or other written electronic communication, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and constituted. Resolution in writing signed by Directors valid

110. A member of the Board of Directors or of a committee of the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone, video conference or any other instantaneous tele-communication device which allows all persons participating in the meeting to hear each other. A Director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.
- Participation in meetings by way of instantaneous tele-communication device

#### **SECRETARY AND ASSISTANT SECRETARY**

111. (1) The Directors shall appoint a Secretary or Joint Secretaries in accordance with the Act for such term, at such remuneration and upon such conditions as they think fit and any Secretary or Joint Secretaries so appointed may be removed by them.
- Appointment of Secretary
- (2) The Directors may from time to time appoint one or more Assistant Secretaries for such term, at such remuneration and upon such conditions as they think fit, and any Assistant Secretary or Assistant Secretaries so appointed may be removed by them.
- Appointment of Assistant Secretary
- (3) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- Act to be done by Director and Secretary cannot be by the same person acting as Director and Secretary
- (4) A provision of the Act or this Constitution requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to one or more of the Joint Secretaries, if any, for the time being appointed by the Directors.
- Joint Secretaries

#### **AUTHENTICATION OF DOCUMENTS**

112. Any Director or the 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 financial statements 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 financial statements 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.
- Power to authenticate documents

113. 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 112 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such a 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.
- Conclusive evidence of resolutions of Directors and extracts of minutes of meetings

#### **SEAL**

114. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.
- Seal to be affixed by authority of resolution of Directors or of a committee of Directors
115. The Company may exercise the powers conferred by Section 62 of the Act with regard to having an official Seal for use abroad and such powers shall be vested in the Directors.
- Seal for use abroad

#### **DIVIDENDS AND RESERVES**

116. Subject to the IFSA and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights as to dividend, the profits of the Company available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
- Payment of dividends
117. The Company in general meeting may declare dividends, if and only if the Directors have recommended the dividends. No dividend shall exceed the amount recommended by the Directors and no dividend shall be payable otherwise than out of the profits of the Company. No dividend shall bear charges against the Company.
- Declaration of dividends
118. The Directors may, if they think fit, 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 may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates.
- Interim dividends
119. (1) The Directors shall, before recommending the payment of any dividend, set aside out of the profits of the Company, such sum or sums as they deemed fit to maintain a reserve fund to comply with the requirements (if any) of the Statutes, and the Directors may set aside any further sum or sums as they think proper as a separate reserve fund or as separate reserve funds.
- Reserve fund

- (2) Subject to any provisions to the contrary contained in the Statutes, any such reserve fund or part thereof shall be applicable for meeting contingencies, or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Directors shall at their absolute discretion think conducive to the interest of the Company, and pending such application the Directors may invest the sums set aside for such reserve fund or funds upon such investments as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit and employ the reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets.
- Application of reserve fund
120. 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.
- Powers to deduct unpaid calls from dividend
121. With the sanction of a general meeting, dividend or bonus may be paid wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of this or any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Payment of dividends in species
122. Any dividend or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the last registered address of the Member or person entitled thereto or paid by direct transfer or such other electronic means to the bank account provided by the Member. Every such cheque or warrant shall be made payable to the order of the Member or person entitled thereto, and the payment of any such cheque or warrant or the payment by direct transfer or such other electronic means to the bank account provided by the Member shall operate as a good discharge of the Company's obligation in respect of dividend represented thereby, notwithstanding that it may subsequently appear that the cheque has been stolen or that the endorsement thereon or the instruction for the payment by direct transfer or such other electronic means has been forged. Every such cheque or warrant sent or payment by direct transfer or such other electronic means shall be at the risk of the person entitled to the dividend thereby represented.
- Mode of payment of dividend

### CAPITALISATION OF PROFITS AND RESERVES

123. (1) 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 proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, and credited as fully paid up, to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give full effect to such resolution. A capital redemption reserve fund may, for the purposes of this Clause, be applied only in the paying up of unissued shares to be issued to Members as fully paid bonus shares.
- Capitalisation of profits and reserves
- (2) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional shares 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; and any agreement made under such authority shall be effective and binding on all such Members.
- Appropriation and allotment

### ACCOUNTS

124. The Directors shall cause proper books of accounts and other records to be kept in accordance with the Act.
- Proper accounts to be kept
125. The books of accounts and other records shall be kept at the Office or subject to the Act, at such other place as the Directors think fit, and shall always be opened to inspection by the Directors.
- Books of accounts to be kept at Office

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| 126. | The Directors shall from time to time determine whether, in any particular case or class of cases, or generally and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members, and no Member not being a Director shall have any right of inspecting any accounts or books or documents of the Company, except as conferred by the Act or authorised by the Directors or by a resolution of the Company in general meeting.                                    | Inspection by Members                              |
| 127. | The Directors shall from time to time in accordance with the Act, cause to be prepared and laid before the Company in general meeting such financial statements and reports as are required under the Act.  | Presentation of financial statements               |
| 128. | A copy of the audited financial statements which is to be laid before the Company in a general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and the Directors' report, whether in printed form, or in such other form of electronic media, shall be sent to every Member, every debenture holder and trustees of every debenture holder of the Company and to every other person who is entitled to receive notice of general meetings from the Company, subject to and in accordance with the Act. | Copy of financial statements to be sent to Members |

#### **AUDIT**

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| 129. | Once at least in every year the financial statements of the Company shall be examined and the correctness of the income statements and balance sheet ascertained by Auditors, and their appointment, remuneration and duties shall be regulated by the Act. | Audit |
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#### **NOTICE OR DOCUMENT**

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| 130. | (1) Notices of meetings of Members and of meetings of the Board and any other communication between the Company and the Members and/or its Directors, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act or otherwise may be:<br><br>(a) in hard copy;<br><br>(b) in Electronic Form; or<br><br>(c) partly in hard copy and partly in Electronic Form. | Notice of Annual General Meeting, Meetings of Members and Meetings of Board and/or documents |
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- (2) A communication in hard copy shall be valid if: Communication in hard copy
- (a) sent to the Company through post at the registered office;
  - (b) served on the Member or Director personally, or, by sending it through post at the last known address; or
  - (c) sent to the Company or Member or Director by facsimile.
- (3) A communication in Electronic Form shall be valid if: Communication in Electronic Form
- (a) sent to the Company at an Electronic Address provided for that purpose;
  - (b) sent to the Member or Director by Electronic Communication at the last known Electronic Address provided;
  - (c) served on a Member by means of publication on the Company's website provided that a notification of the publication of such item or material being communicated on the website has been given to the Members in hard copy and/or Electronic Form in accordance with the Act; or
  - (d) served on a Member using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that a notification of the publication of such item or material being communicated on the electronic platform has been given to the Members in hard copy and/or Electronic Form in accordance with the Act.
- (4) A communication partly in hard copy and partly in Electronic Form shall include the sending of any communication by any means while in Electronic Form. This shall include: Communication partly in hard copy and partly in Electronic Form
- (a) the sending to the Company through post at the registered office; or
  - (b) the service on the Member or Director either personally or through post at the last known address,
- of any notice or communication contained in Electronic Form such as CD-ROM, USB drive or any other equipment or device used for the storage of data.

- (5) The address (including Electronic Address): Last known address
- (a) of a Member appearing in the Register of Members;
  - (b) of a Director appearing in the Register of Directors; or
  - (c) provided by the Member or the Director to the Company for purposes of communication with him,
- shall be deemed as the last known address of the Member or Director for purposes of communication including but not limited to service of notices and/or documents to the Member or Director respectively.
131. A Member having a registered address outside Malaysia shall not be entitled to receive any notices or documents in hard copy by post from the Company unless he gives to the Company an address for service within Malaysia. Address in Malaysia to be provided for service of notice and documents issued by Company
132. A notice or document may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy or winding-up of a Member by sending it through the post addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt Members, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or until such an address has been so supplied by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred. Notice in case of death or bankruptcy
133. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or posting, it shall be sufficient proof that the letter containing the notice or document was properly served or addressed and put into the post as a prepaid letter. When service of notice or document deemed effected
134. A communication in Electronic Form sent to the Director or Member by Electronic Communication shall be deemed to be served upon transmission of the same to the Electronic Address of the addressee provided that the Company has record of the Electronic Communication being sent and does not receive an automated delivery failure notice after the communication has been transmitted. Communication in Electronic Form deemed served
135. A communication by means of publication on a website shall be deemed to be served upon when the material was first made available on the website. Communication by publication on website deemed served
136. A communication via electronic platform maintained by the Company or third parties shall be deemed to be served on the date the item or material being communicated was first made available thereto provided that the notification of the publication or availability of the item or material being communicated on the relevant electronic platform has been given to the Members whether in hard copy and/or Electronic Form in accordance with the Act. Communication via electronic platform maintained by the Company or third parties



137. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- Persons entitled to receive notice
- (1) every Member;
  - (2) every person entitled to a share in consequence of the death or bankruptcy or winding-up of a Member who, but for his death or bankruptcy or being wound-up, would be entitled to receive notice of the meeting;
  - (3) the Auditors; and
  - (4) every Director.

### WINDING UP

138. If the Company shall be wound up, the Liquidators may, with the sanction of a special resolution, divide amongst the Members in specie the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved otherwise than in accordance with such rights the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 457 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidators amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section.
- Distribution of assets in specie
139. On the voluntary liquidation of the Company, no commission or fee shall be paid to a Liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least 7 days prior to the meeting at which the commission or fee is to be considered.
- Liquidator's commission
140. Save that this Clause shall be without prejudice to the rights of the holders of shares issued upon special terms and conditions the following provisions shall apply:
- Distribution of assets upon winding up
- (1) if the Company shall be wound up and the assets available for distribution amongst 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; or

- (2) if in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst 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.

### **SECRECY**

141. Save as may be expressly provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's business or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.

Secrecy

### **INDEMNITY**

142. (1) Subject to Sections 288 and 289 of the Act, every Director, Secretary, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust applicable to his duty to the Company, and no Director, Secretary or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.
- (2) No Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any Director or officer or for joining in any receipt or act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security or investment in or upon which any of the moneys of the Company shall be invested or for any other loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any money, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence or dishonesty.

Directors and officers entitled to indemnity