

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused this Circular prior to its issuance as it is an exempt Circular pursuant to provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



MALAYSIA AIRPORTS HOLDINGS BERHAD

(Company No. 487092-W)
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY ("PROPOSED
ADOPTION")**

The resolutions in respect of the Proposed Adoption will be tabled as Special Business at the Twentieth Annual General Meeting ("**AGM**") of the Company. The notice of the Twentieth AGM of the Company together with the Form of Proxy are set out in the 2018 Annual Report of the Company dispatched together with this Circular. Our AGM will be held as follows:

Last date and time for lodging the Form of Proxy	:	Tuesday, 30 April 2019 at 11.00 a.m.
Date and time of the AGM	:	Thursday, 2 May 2019 at 11.00 a.m.
Venue of the AGM	:	Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan

As a shareholder, in the event you wish to appoint a proxy, please complete, sign and return the Form of Proxy in the 2018 Annual Report of the Company in accordance with the instructions printed thereon. The completed Form of Proxy must be lodged at our registered office at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan, Malaysia on or before the date and time indicated above.

This Circular is dated 3 April 2019

DEFINITIONS

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular (definition denoting singular number shall also include the plural and vice-versa, where applicable):

2018 Annual Report	:	Annual report of the Company for the financial year ended 31 December 2018
AGM	:	Annual General Meeting of the Company
Board	:	Board of Directors of MAHB
Bursa Securities	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
CA 2016	:	Companies Act 2016, as may be amended from time to time and any re-enactment thereof
Circular	:	This Circular dated 3 April 2019
Constitution	:	The constitution of the Company
Director(s)	:	The directors of MAHB
MAHB or the Company	:	Malaysia Airports Holdings Berhad (Company No. 487092-W)
MAHB Group or the Group	:	MAHB and its subsidiary companies, collectively
Major Shareholder(s)	:	A person who has an interest or interests in one (1) or more voting shares in a company and the number or aggregate number of those shares, is: <ul style="list-style-type: none">(i) 10% or more of the total number of voting shares in the Company; or(ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company
		For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the CA 2016
MCCG 2017	:	The Malaysian Code on Corporate Governance 2017
MMLR	:	The Main Market Listing Requirements of Bursa Securities and Practice Notes issued thereunder including any amendment(s) that may be made thereto from time to time
Proposed Adoption	:	Proposed Adoption of a new Constitution of the Company
RM and sen	:	Ringgit Malaysia and sen, respectively

All references to “our Company” or “MAHB” in this Circular are to Malaysia Airports Holdings Berhad and references to “our Group” are to our Company and our subsidiaries. References to “we”, “us”, “our” and “ourselves” are to our Company and, where the context otherwise requires, our subsidiaries.

All references to “you” in this Circular are to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to a time of day and date in this Circular is a reference to Malaysian time and date, respectively.

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MALAYSIA AIRPORTS HOLDINGS BERHAD

(Company No. 487092-W)

(Incorporated in Malaysia)

Registered Office

Malaysia Airports Corporate Office,
Persiaran Korporat KLIA,
64000 KLIA, Sepang,
Selangor Darul Ehsan,
Malaysia.

3 April 2019

Board of Directors

Tan Sri Datuk Zainun Ali (*Chairman and Non-Independent Non-Executive Director*)

Datuk Siti Zauyah Binti Md Desa (*Non-Independent Non-Executive Director*)

Dato' Dr. Amiruddin Muhamed (*Alternate Director to Datuk Siti Zauyah Binti Md Desa*) (*Non-Independent Non-Executive Director*)

Wong Shu Hsien (*Non-Independent Non-Executive Director*)

Hajah Jamilah Dato' Hashim (*Non-Independent Non-Executive Director*)

Datuk Seri Yam Kong Choy (*Senior Independent Non-Executive Director*)

Datuk Zalekha Hassan (*Independent Non-Executive Director*)

Rosli Abdullah (*Independent Non-Executive Director*)

Dato' Ir Haji Mohamad Husin (*Independent Non-Executive Director*)

Datuk Azailiza Mohd Ahad (*Independent Non-Executive Director*)

Ramanathan Sathiamutty (*Independent Non-Executive Director*)

To: The Shareholders of MAHB

Dear Sir/Madam

PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY

1. INTRODUCTION

On 25 March 2019 the Board announced that the Company intends to seek shareholders' approval at the forthcoming Twentieth AGM of the Company for the Proposed Adoption of a new Constitution of the Company.

The purpose of this Circular is to provide you with details of the Proposed Adoption and to seek your approval for the special resolution pertaining to the Proposed Adoption, to be tabled at the forthcoming Twentieth AGM of the Company. An extract of the notice of the Twentieth AGM is enclosed in this Circular for your ease of reference.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED ADOPTION AT THE FORTHCOMING TWENTIETH AGM.

2. DETAILS OF THE PROPOSED ADOPTION

The Board proposes that the Company revoke its existing Constitution in its entirety with immediate effect and in place thereof, adopt a new Constitution, taking into account the CA 2016, the MCCG 2017 and the MMLR.

3. RATIONALE FOR THE PROPOSED ADOPTION

The Proposed Adoption is primarily for the purposes of streamlining the Company's existing Constitution with the CA 2016, the MCCG 2017, the MMLR and the prevailing statutory and regulatory requirements applicable to the Company.

The Board proposes the adoption of a new Constitution as the amendments required to be made are numerous and would entail substantial amendments to the existing Constitution of the Company.

A copy of the new Constitution proposed to be adopted is set forth in Appendix III of this Circular.

4. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval of the shareholders of MAHB at the forthcoming Twentieth AGM of the Company by way of a special resolution. The proposed special resolution is set forth in Appendix II of this Circular.

5. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption will not have any effect on the share capital, substantial shareholders' shareholdings, net assets per share, gearing or earnings per share of the MAHB Group.

6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

None of the Directors and/or Major Shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Adoption.

7. DIRECTORS' RECOMMENDATION

The Directors of MAHB, having considered all aspects of the Proposed Adoption, are of the opinion that the Proposed Adoption is in the best interest of the Company. Accordingly, they recommend that you vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming Twentieth AGM.

8. AGM

The Twentieth AGM of the Company, the notice of which is enclosed in the 2018 Annual Report of the Company, will be held at the Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan on Thursday, 2 May 2019 at 11.00 a.m., for the purpose of considering and, if thought fit, approving, inter alia, the special resolution on the Proposed Adoption, as special business.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Form of Proxy (available in the 2018 Annual Report of the Company) in accordance with the instructions printed thereon. The completed Form of Proxy must be lodged at our registered office at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan, Malaysia not later than 48 hours before the stipulated time for holding the AGM or any adjournment thereof.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendices for further information.

Yours faithfully
for and on behalf of the Board of Directors of
MALAYSIA AIRPORTS HOLDINGS BERHAD

TAN SRI DATUK ZAINUN ALI
Chairman and Non-Independent Non-Executive Director

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors have seen and approved this Circular. The Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and confirm that to the best of their knowledge and belief, after making all reasonable enquiries, there are no other facts the omission of which would make any statement herein false or misleading.

2. DOCUMENTS FOR INSPECTION

A copy of the proposed new Constitution of MAHB is available for inspection during normal office hours at the registered office of the Company at Malaysia Airports Corporate Office, Persiaran Korporat KLIA, 64000 KLIA, Sepang, Selangor Darul Ehsan, Malaysia, from the date of this Circular up to and including the date of the AGM.

EXTRACT OF THE NOTICE OF THE TWENTIETH AGM

AS SPECIAL BUSINESS**RESOLUTION 1**

To consider and, if thought fit, pass the following special resolution, with or without modifications:

Proposed Adoption of a New Constitution of the Company (“Proposed Adoption”)

“THAT approval be and is hereby given for the existing Constitution of the Company to be revoked with immediate effect and that in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 3 April 2019 accompanying the Company’s 2018 Annual Report for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

**MALAYSIA AIRPORTS HOLDINGS BERHAD
(Company No: 487092-W)**

Incorporated on the 28th day of June, 1999

- | | | |
|----|---|---------------------|
| 1. | The name of the Company is "Malaysia Airports Holdings Berhad". | Name of the Company |
| 2. | The registered office of the Company will be situated in Malaysia. | Office |
| 3. | The objects for which the Company is established are – | Objects |
| | (1) To establish and carry on in Malaysia and in any other part of the world the business of airport and related services and activities including navigation and air traffic control, and in connection therewith to act as agents of or in conjunction with other companies or persons engaged in a similar business or in the business of aviation or other transport. | |
| | (2) To build, erect, and construct airports, aerodromes, helipads, runways, stopways, taxiways, aprons, aerobridges, buildings, equipment, and installations necessary for airport operations whether on land or water. | |
| | (3) To manufacture, repair, buy, sell, import, export, develop, exchange, charter, hire, lease, otherwise acquire and deal in aero planes, helicopters, hovercrafts, hydroplanes, airships, balloons and aircraft of all descriptions and all component parts, fittings and accessories thereof. | |
| | (4) To make arrangements for and procure to be carried on aviation meetings and exhibitions, and to give prizes and awards for persons taking part therein, and to give lessons and instructions in the air of aviation matters. | |
| | (5) To carry on in Malaysia and in any other part of the world, the business of making, maintaining, building, or manufacturing, purchasing, hiring, otherwise acquiring all kinds of aircraft, whether lighter or heavier than air, motor, motor vans of wagons, motor cars, motor carriages, motor wheels, motor cycles, motor omnibuses, road vehicles or autocar locomotive power, rolling stock, railway carriages and wagons and other carriages, cycles of all descriptions, including bicycles, tricycles and quadricycles, velocipedes, carriage bodies, cars, wagons, carts, truck vehicles and other conveyances of all kinds, whether for air, road, railway, tram, tramway, field or other purposes, also ships or boats, and tails and railway and tramway plant, and all machinery, materials and things applicable or used as. accessory thereto, and of selling, letting or supply at annual or other rents all or any of the things herein before specified to any company, and of repairing and maintaining the same respectively, whether belonging to the Company or not, and of exchanging or otherwise dealing in the same respectively. | |

- (6) To set up and to procure the Company to be registered or recognised in any country or place outside Malaysia.
- (7) To carry on the business of manufacturers of and dealers in all accessories to and component parts of navigation aids, visual aids, aircraft, automobiles or any other vehicles or machines propelled by motive power, whether by petrol, steam, gas or otherwise to carry on the business or businesses of manufacturers and merchants or portable buildings and domestic offices and business furniture and appliances of every description.
- (8) To carry on in Malaysia and in any other part of the world the business of manufacturers of machinery, tool makers, steel and brass founders, metal founders generally, metal workers, boiler makers, millwrights machinists, smiths, wood workers, builders, carriage builders, carriage body builders, painters, upholsters, metallurgists, electrical engineers, water supply engineers, suppliers of power, fuel, gas makers, printer, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, ply for hire, and deal in machinery, motors, motor wagons, motor cars, motor carriages, motor wheels, motor cycles, motor road vehicles, or auto cars, ships, boats, horses, carts, aircrafts and implements and rollingstock of all kinds.
- (9) To carry on the following businesses, namely, supply of power, supply of fuel, ironmasters, steel makers, iron and steel converters, smelters, engineers, iron founders, importers, exporters and manufacturers of, and dealers in, electric power, fuel, ores, metals, chemicals and other preparations, processes and articles, merchants, warehousemen, ship-owners, ship or boat builders, wharfingers, storekeepers, charterers of ships and other vessels, lighter men, barge owners, carriers, agents, brokers, forwarding agents, bonded carmen and common carmen and contractors, or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company whether in connection with or as auxiliary to the general business of the Company or otherwise.
- (10) To construct, carry out, operate, maintain improve, develop, manage, work, control, and superintend any airport, runways, taxiways, aprons, stopways, aerobridges, roads, ways, tramways, railways, racing circuits, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, fuel depots, fuel lines, power generating plant, automobile fuel service station, saw-mills, crushing works, hydraulic works, electrical works, factories, warehouses, shops, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company or to advance the

Company's interests or otherwise, and to contribute to subsidise or otherwise assist or take part in any such operations.

- (11) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to require by customers or other persons having, or about to have dealings with the Company.
- (12) To carry on the business of planters, growers, cultivators, processing and exporters of oil palms, rubber, coconuts, tapioca, balata, coffee, cocoa, tea, cinchona and any other produce of the soil and to treat, prepare, manufacture, render marketable, buy, sell and dispose of any of such products either in their raw or manufactured state and in any manner thought convenient or advisable.
- (13) To enter into contracts, agreements with any other company, whether in Malaysia, or in any other part of the world for carrying out by such other company on behalf of the company of any of the objects for which the Company is formed.
- (14) To erect, construct, lie down, enlarge, alter and maintain buildings, works and machinery necessary or convenient for the Company's business.
- (15) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (16) To purchase, take on lease, or in exchange, build and construct upon, develop, hire or otherwise acquire any real or personal property, and any rights or privileges, or interests which the Company may think necessary, convenient or desirable with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's business, property or rights for the time being, and in particular any land, buildings, easements, concessions, patents, patent rights or rights of an analogous character whether Malaysian or foreign, licenses, general or special farms or farmed privileges, monopolies, secret processes, trademarks, copyrights, plant, implements, tools, patterns of all kinds and stock- in-trade.
- (17) To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, property, and liabilities of

any person, firm or company carrying on any business which the Company is authorized to carry on or possess or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or any property suitable for the purposes of the Company.

- (18) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them; to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (19) To apply for or join in applying for purchase or by other means acquire and protect, prolong and renew, whether in Malaysia or in any other part of the world, any patents, patent rights, brevets, copyrights, trademarks, formulas, inventions, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information, as to any invention which may seem capable of being used for a of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, or which may appear likely to be advantageous or useful to the Company, and to use, exercise, develop, manufacture under or grant licenses or privileges in respect of or otherwise turn to account, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (20) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee to contracts of, subsidise, or otherwise assist any such company, and to take or otherwise acquire and hold shares or stock in, or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (21) To guarantee payment or performance of any debts, contracts or obligations, or become security for any person, firm or company for any purpose whatsoever, and to act as agents for and render services to customers and others.

- (22) To promote any other company for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or of advancing directly or indirectly the objects or interests thereof, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to take or otherwise acquire and hold shares, stocks or obligations of any such company, or of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company and to guarantee the payment of any debentures of securities issued by any such company and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the members of this Company in specie.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay off or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to assisting any issuing house or firm or person either issuing or with a view to issue all or any part of the Company's capital, in connection with the advertising offering the same for sale or subscription, including brokerage or commission for obtaining applications for, or taking, placing or under-writing or procuring the underwriting of shares, debentures or debenture stock, and to apply at the cost of the Company to the Court for any extension of the Company's powers.
- (24) To invest, or otherwise deal with the moneys of the Company upon such security, or without security, and in such manner as may from time to time be determined.
- (25) Subject to any prohibition, to lend money to such persons, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee or engage as securities for the performance of contracts, undertakings responsibilities, or liabilities of any person, firm or company, but not to carry on the business of a registered money-lender.
- (26) To borrow or raise money for the purpose of the Company, receive money on deposit at such interest or otherwise upon such terms as the Company may approve, and for the purpose of raising or securing money or any other purpose to issue any mortgages, debentures or debenture stock perpetual or otherwise, bonds, letters of hypothecation or lien, or obligations of the Company, either at par, premium or discount, and either redeemable or irredeemable or perpetual, secured upon all or any part of the undertaking, revenue rights, and property of the Company's present and future including uncalled capital, or the unpaid calls of the Company and to

exchange or vary from time to time any such securities and to purchase, redeem or pay off any such securities.

- (27) To remunerate any person, firm or company for services rendered or to be rendered in planning, or assisting to place, or guaranteeing the placing or procuring the under-writing of any of the shares or debentures or other securities of the Company, or of any company in which this Company may be interested or propose to be interested or in or about the conduct of business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid or in full or in part or otherwise.
- (28) To purchase with a view to closing or reselling or otherwise dealing with in whole or in part any business or properties which may be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorized to carry on.
- (29) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (30) To draw, make, accept, endorse, discount, execute, purchase and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable and transferable instruments.
- (31) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, to turn to account, or otherwise deal with all or any part of the property or rights of the Company.
- (32) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (33) To support, subscribe or make donations for any patriotic, general, useful, charitable, benevolent or public object or purpose or for any exhibitions; or to establish, support subscribe or make donations to or aid in the establishment and support of any association, fund, trust, convenience,

institution, society or club which may be for the benefit of the Company or its employees or Directors or the past employees or Directors of the Company or of its predecessors in business, or the dependants or connections of any such persons or which may be connected with any town or place where the Company carries on business; to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company or its predecessors in business, or to the wives children or other connections of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company or by its predecessors in business; and to subsidise or assist any association of employers or employees, or any trade association.

- (34) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- (35) To apply for, promote and obtain any Ordinance, Provisional Order, Regulation, Enactment, act of Parliament, statute, order, or other authorisation in Malaysia or in any other part of the world for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (36) To establish grant, maintain and work, agencies and branches and take up agencies in any part of the world, and to act as agents for companies carrying on all classes or kinds of insurance business, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any person in connection with the establishment or granting of such agencies, upon such terms and conditions as the Company may think fit.
- (37) To do all or any of the above things in Malaysia and in any other part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subcontractors corporation or otherwise, and either alone in conjunction with others, and to procure the Company to be registered or recognised in Malaysia or any foreign country or place.
- (38) To distribute any of the property of the Company in specie or kind among the shareholders.

- (39) To amalgamate or unite with or absorb into the Company any other company or association or business, or the members of any other company or association wherever formed for objects similar, analogous or subsidiary to any of the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to form, establish and bring out and assist in the formation or establishment of any such company or association and to acquire, hold and deal in shares or interests therein.
- (40) To conduct or carry out any business and to do all such other things as are incidental or conducive to the attainment of the objects, or any of them.

AND it is hereby expressly declared that the word "company" in this Rule shall be deemed to include any person or partnership or other body of persons, whether domiciled in Malaysia or elsewhere, and whether existing or to be formed, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each sub-Rule of this Rule and all the powers thereof shall, except where otherwise expressed in such sub-Rule be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other sub-Rule or the name of the Company, nor is any general expression in any sub-Rule to be narrowed or restricted by any particularity of expression in the same sub-Rule or by the application of any rule of construction ejusdem generis or otherwise.

The Company shall have full rights, powers and privileges for the purposes of carrying out the objects as specified under this Rule 3 or otherwise permitted by law.

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|----|--|----------------------|
| 4. | The liability of the members is limited. | Liability of members |
| 5. | The share capital of the Company shall be its issued share capital comprising ordinary shares and the Special Share. | Share capital |

INTERPRETATION

- | | | |
|----|---|----------------|
| 6. | (1) In this Constitution, unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them under this Rule – | Interpretation |
| | <p>“the Act” means the Companies Act, 2016 and all subsidiary legislation thereunder for the time being in force and affecting the Company and any amendments or re-enactments thereto for the time being in force.</p> | |

"the Board" means the board of directors of the Company whose number is not less than the required quorum acting as a board of directors, and if the Company only has one (1) Director, then that Director.

"this Constitution" means the constitution of the Company as originally framed or as from time to time altered by Special Resolution.

"Deposited Securities" shall have the meaning ascribed to it in Rule 23 of this Constitution.

"Depositories Act" means The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendments or re-enactment thereof for the time being in force.

"Depository" means Bursa Malaysia Depository Sdn Bhd. (Company No. 165570-W).

"the Company" means Malaysia Airports Holdings Berhad (Company No. 487092-W).

"Corporation under foreign control" includes –

- (a) A corporation of which the majority of the Directors or persons occupying the position of Directors, by whatever names called, are foreigners.
- (b) A corporation in which shares conferring a majority of votes are held by foreigners or by foreign corporations or by persons or corporations who hold directly or indirectly for foreigners or foreign corporations.
- (c) A corporation which is by any other means, whether of a like or of a different character, in fact under the control of foreigners or foreign corporations.
- (d) A corporation which is managed by a "foreign corporation" or a "corporation under foreign control" within the meaning of the respective definitions of these expressions contained in this Rule.

"depositor" means a holder of securities account established by the Depository.

"the Directors" means the directors of the Company for the time being and "Director" means any one (1) of them.

"dividend" means dividends declared by the Company in accordance with Sections 131 and 132 of the Act and any bonus issue.

"Entitled Person" means a person who is a Malaysian Citizen, or a statutory corporation or authority or body incorporated by or under a federal law of Malaysia or a law of any State of Malaysia, or the company incorporated in Malaysia, and, for the purpose of this Constitution, includes the Government of Malaysia and the Government of any State of Malaysia.

"Exchange" means Bursa Malaysia Securities Berhad (Company No. 635998-W) or such other name by which it may be known from time to time.

"foreigner" means a person who is not an "Entitled Person".

"foreign corporation" means a corporation which is not a corporation both (a) established by or under and subject to the laws of Malaysia or the laws of any state of Malaysia and (b) having its principal place of business and seat of control in Malaysia.

"Government Appointed Director" shall have the meaning assigned to it under Rule 10.

"Independent Director" means a Director which falls within the definition of an independent director under the Listing Requirements.

"in writing" and "written" include printing, lithography, and other modes of representing and reproducing words in a visible form.

"Listing Requirements" means Bursa Malaysia Securities Berhad Main Market Listing Requirements, including any amendment that may be made from time to time.

"market day" means a day on which the stock market of the Exchange is open for trading in securities.

"Member" includes a depositor who will be treated as if he were a member pursuant to section 35 of the Depositories Act but excludes the Depository in its capacity as a bare trustee.

"month" means calendar month.

"the Office" means the Registered Office for the time being of the Company.

"proxy" includes attorney duly constituted under a power of attorney.

"the Register" means the register of members to be kept pursuant to the Act and unless otherwise expressed to the contrary, includes the Record of Depositors.

"Record of Depositors" means a record provided by the Depository to the Company under Chapter 24.0 of the Rules of the Depository.

"RM and Sen" means Ringgit Malaysia and Sen respectively.

"Rule" means a rule contained in this Constitution.

"Rules of the Depository" means the Rules of Depository, including any amendment that may be made from time to time.

"Seal" means the common seal of the Company.

"Securities" means shares, debentures, notes, stocks or bonds issued or proposed to be issued, in the Company, and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to "Securities" in the Capital Markets and Services Act 2007.

"a Securities Account" means an account established by the Depository for a depositor for the recording of deposit of Securities and for dealing in such Securities by the depositor.

"the Secretary" means any person appointed to perform the duties of secretary of the Company.

"Senior Independent Director" means the Independent Director designated by the Board as the senior independent director of the Company.

"share" as regards the Company or, any other corporation means and includes a preference or deferred as well as an ordinary share and also stock, and, any security which carries any power of voting with respect to the management of the Company or such other corporation issuing or creating the same but shall not include the Special Share.

"Special Resolution" has the meaning assigned thereto by the Act.

"Special Share" means the one special rights redeemable preference share of RM1.00 and may be held only by or transferred only to the Special Shareholder.

"Special Shareholder" means the Minister of Finance (Incorporated) or its successors or any Minister, representative or any person acting on behalf of the Government of Malaysia.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

- (2) The regulations in Third Schedule of the Act shall not apply to the Company, except so far as the same are repeated or contained in this Constitution.
- (3) Unless the context otherwise required, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution become binding on the Company.
- (4) The marginal notes are inserted for convenience and shall not affect the construction of this Constitution.

CONTROL

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| 7. | (1) The Company shall not enter into any combination, amalgamation or other arrangement which will have the effect of transferring the management or control of the Company to any foreign corporation or any Corporation under foreign control. | Control |
| | (2) No person other than an Entitled Person as defined in Rule 6 hereof shall be qualified to hold office as a Director, general manager, Secretary or auditor of the Company. | |
| 8. | (1) The Company may, subject to, and in accordance with the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the requirements of the Exchange and any other relevant authorities from time to time, by ordinary resolution passed at a general meeting purchase its own shares. | Company may purchase its own share |
| | (2) Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines issued by the Exchange and/or any other relevant authorities from time to time. | |
| 9. | The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting. | Controlling interest |

SHARES

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| 10. | (1) The Special Share may be held only by or transferred only to the Minister of Finance (Incorporated) or its successors or any Minister, representative or any person acting on behalf of the Government of Malaysia. | The Special Share |
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- (2) The Special Shareholder shall have the right from time to time to appoint any person to be an appointed Director, hereinafter referred to as Government Appointed Director, so that there shall not be more than six (6) Government Appointed Directors at any time.
- (3) The Special Shareholder or any person acting on behalf of the Special Shareholder shall be entitled to receive notice of and to attend and speak at all general meetings or any other meeting of any class of shareholder of the Company, but the Special Share shall carry no right to vote nor any other rights at any such meeting.
- (4) In a distribution of capital in a winding up of the Company, the Special Shareholder shall be entitled to repayment of the capital paid up on the Special Share in priority to repayment of capital to any other Member. The Special Share shall confer no other right to participate in the capital or profits of the Company.
- (5) The Special Shareholder may subject to the provisions of the Act, require the Company to redeem the Special Share at par at any time by serving written notice upon the Company and delivering the relevant share certificate.
- (6) Each of the following matters shall be deemed to be a variation of the rights attaching to the Special Share and shall accordingly only be effective with the consent in writing of the Special Shareholder-
 - (a) The amendment, or removal, or alteration of the effect or all or any of the following Rules –

definition of "Corporation under foreign control", "Entitled Person", "foreigner", "foreign corporation", "share", "Special Share" and "Special Shareholder" in Rule 5, Rule 6 and Rule 113.
 - (b) A proposal for the voluntary winding-up or dissolution of the Company.
 - (c) The creation or issue of any shares with voting rights not identical to those of ordinary shares, and which when aggregated with all other such shares carry right to cast on a poll more than ten percent (10%) of the total voting rights of all Members having the right to vote at general meeting of the Company.
 - (d) Any disposal by any company in the Group (which expression in this Rule means the Company and its subsidiaries for the time being) which, alone or when aggregated with any other disposal of disposals forming part of, or connected with the same or a connected transaction, constitutes a disposal of the

whole or a material part of the assets of the Group. A part of the Group's assets shall only be deemed to be material if –

- (i) the aggregate book value of the assets disposed or the aggregate value of the total consideration to be received on its disposal is more than twenty percent (20%) of the book value of the Group net tangible assets (excluding goodwill and other intangibles and after deducting loan capital, long term borrowings, minority interest and amounts set aside for future taxation) represented by such shareholders' fund of the Group.
 - (ii) the average profits attributable to it are more than twenty percent (20%) of the average profits of the Group. For this purpose the expression "average profits" means the average of the profits before taxation excluding interest payable and similar charges and extra ordinary items, for the last three (3) financial years for which audited consolidated accounts of the Group have been published, calculated by reference to the profits (or as the case may be) the average profits for the financial year or years for which audited consolidated accounts of the Group have been prepared.
 - (iii) in the case of a disposal of aircraft to which sub-Rule (i) and (ii) above would apply, such aircraft are not immediately replaced by the acquisition by the Group of other aircraft of comparable capacity.
- (e) Any disposal which, because of its size, is required by the Exchange or any other exchange on which the Company's shares are listed to be subject to approval by the Company in general meeting.
- (f) Any acquisitions, take-over by the Company, amalgamation, merger or change in the operations carried on by the Company, which because of its significance is required by the Act, the Exchange or any other exchange on which the Company's shares are listed to be subject to approval by the Company in general meeting.

11. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any shares in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

Special rights

12. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act and this Constitution, redeem such shares on such terms and in such manner as they may think fit. Redeemable preference shares
13. (1) Subject to the provisions of the Act and this Constitution, the Directors may issue and allot shares in the Company on such terms and conditions and at such time and consideration and with such preferred, deferred or other special rights, restrictions or exclusions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors may determine. The exercise of the aforesaid rights shall be without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares. Issue of shares
- (2) Subject to sub-Rule (1) and the rights of the Special Shareholder, the Directors shall not exercise any power to –
- (a) issue and allot shares in the Company;
 - (b) grant rights to subscribe for shares in the Company;
 - (c) convert any Securities into shares in the Company; or
 - (d) issue and allot shares under an agreement or option or offer,
- unless the prior approval by way of ordinary resolution of the Company has been obtained and in the case of shares other than ordinary shares, ensure that no special rights shall be attached to such shares until the same have been expressed in this Constitution and in the resolution creating the same.
- (3) Save where an issue of shares or other convertible Securities departs from any of the applicable requirements stipulated in paragraph 6.04 of the Listing Requirements, the requirement in sub-Rule 2 shall not apply to –
- (a) an allotment of shares or grant of rights pursuant to an offer made to Members in proportion to the Members' shareholdings;
 - (b) an allotment of shares or grant of rights pursuant to a bonus issue of shares to Members in proportion to the Members' shareholdings;
 - (c) an allotment of shares to a promoter of the Company that the promoter has agreed to take; or

- (d) shares which are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company and the Members have been notified of the intention to issue the shares at least fourteen (14) days before the issue of the shares.
- (4) For the purposes of sub-Rule (3)(d), Members are deemed to have been notified of the Company's intention to issue shares if –
- (a) a copy of the statement explaining the purpose of the intended issue of shares has been sent to every Member at his last known address according to the Record of Depositors; and
 - (b) the copy of the statement has been advertised in one (1) widely circulated newspaper in Malaysia in the national language and one (1) widely circulated newspaper in Malaysia in the English language.
- (5) Save for an issuance of shares made to Members in proportion to the Members' shareholdings, any issuance of shares to employees, Directors and major shareholders or persons connected with any Director or major shareholder of the Company shall be approved by the Members in general meeting and no Director and major shareholder shall participate in such issuance of shares unless the Members in general meeting have approved of the specific allotment to be made to such Director or major shareholder.
- (6) No Director shall participate in any share scheme and/or any issuance of shares to Directors and employees of the Company unless –
- (a) the Members in general meeting have approved of the specific allotment to be made to such Director; and
 - (b) such Director holds office in the Company in an executive capacity.
14. The Company must ensure that all allotment of Securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with the Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose, the Company must notify the Depository of the names of allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees. The Company must allot Securities and dispatch notices of allotment to the allottees within the stipulated timeframe as may be prescribed or allowed by the Exchange.
- Allotment of securities

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| 15. | Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings save and except for the Special Shareholder whose rights are as specified under Rule 10. | Preference shareholders rights |
| 16. | <p>The Directors may –</p> <p>(1) make arrangements on the issue of shares for varying the amounts and times of payment of calls as between Members;</p> <p>(2) accept from any Member the whole or a part of the amount remaining unpaid on any shares although no part of that amount has been called up; and</p> <p>(3) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.</p> | Powers on issue of shares |
| 17. | If by the conditions of allotment of any share the whole or part of the amount or issued price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share. | Instalments on shares to be duly paid |
| 18. | The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten percent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten percent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. | Payment of commission |
| 19. | If 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 the provision or acquisition of any plant or equipment which cannot be made profitable for a lengthened period the Company may pay interest on so much of that share capital as is for the time being paid up for the period subject to the conditions and restrictions prescribed by the Act and may charge the sum so paid by way of interest to capital as part of the costs of construction of the work or building or the provision or acquisition of plant or equipment. | Interest on capital raised for buildings, etc. |
| 20. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and no notice of any trust expressed, implied or constructive shall be entered onto the Register or any branch register and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect | Trust affecting shares |

of any share except an absolute right to the entirety thereof in the registered holder.

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| 21. | The Company is empowered to require any Member or transferee prior to registration of transfer, to furnish the nature of this shareholding and may also require a trustee or nominee to provide such particulars to enable the Company to identify the beneficial owners and the nature of their interest. | Power to ask for particulars |
| 22. | Shares may be registered in the name of an incorporated company or other corporate body but not in the name of a minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership. | Shares not to be registered in the name of minor, person of unsound mind, etc. |

CERTIFICATES

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| 23. | (1) Every certificate for shares, debentures or any other form of Security (other than letters of allotment or scrip certificate) shall be issued under Seal or share Seal in accordance with Rule 180. | Issue of share certificate |
| | (2) Every Member shall be entitled to receive share certificate (in respect of shares that are not standing to the credit of a Securities Account including Securities in a Securities Account that is in suspense (" Deposited Securities "). No Member is entitled to a certificate in respect of a Deposited Security except in accordance with the Depositories Act and the Rules of the Depository and any applicable law. The Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Depository or the nominee company for shares that are Deposited Securities. | |

CALLS ON SHARES

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| 24. | The Directors may from time to time make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of the allotment thereof made payable at fixed times and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments, a date fixed for payment may be postponed, and a call may be wholly or in part revoked. | Calls |
| 25. | The Directors shall have the power from time to time to determine the terms of any calls on shares of the Company. Section 82(3) of the Act shall not apply in respect of this Constitution. | Requirements of call |

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| 26. | Not less than fourteen (14) days' notice of any call shall be given specifying the date, time and place of payment and to whom the same shall be paid. | Notice of call |
| 27. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. | When call deemed to be made |
| 28. | If by the conditions of the allotment any amount is duly payable in respect of any shares by instalments, every such instalments shall be payable as if it were a call duly made by the Directors of which due notice had been given. | Instalments on allotment deemed call |
| 29. | The joint holders of shares shall be jointly and severally liable to pay all calls in respect of their shares. | Liability of joint holders |
| 30. | If the sum payable in respect of any call or instalment not paid on or before the day appointed for payment thereof, the person from whom the sum or the instalment shall be due, shall pay interest for the same at such rate, as the Directors shall from time to time determine (subject to any limitations under the Act), from the time appointed for payment thereof until the actual payment thereof, and shall not receive any dividend in respect of the amount unpaid, but the Directors may where they think fit remit altogether or in part any sum becoming payable under this Rule. | Interests on calls or instalments |
| 31. | If by the terms of the issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times, every such amount or instalment shall be payable when due as if it were a call duly made by the Directors and of which due notice had been given and shall be paid to the Company by the person from whom it is due, and all the provisions hereof with respect to the payment of calls, interest and expenses thereon or to the forfeiture of shares for non-payment of calls or otherwise shall apply to every such amount or instalment and the shares in respect of which it is payable. | Sums payable on allotment deemed to be calls |
| 32. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money due upon shares held by him beyond the sums actually called for, and upon the money paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advances shall have been made, the Directors may pay or allow such interest or return at a rate not exceeding eight (8) per centum per annum as may be agreed upon between the Directors and the Member paying the sum in advance, unless the Company in a general meeting otherwise directs but any amount so for the time being paid in advance of call shall not be included or taken into account in ascertaining the amount of dividend payable upon the shares in respect of which such advance has been made, and until appropriated towards the satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the | Payments of calls in advance |

Directors so decide. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

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| 33. | On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Member sued in pursuance of this Constitution; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. | Proof of money due for calls at trial or hearing for recovery of such money |
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FORFEITURE

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| 34. | (1) If a Member fails to pay any call or instalment of a call within the stipulated time, the Directors may serve a written notice on the Member requiring payment of the amount together with any interest or compensation which may have accrued. The notice shall—

(a) specify a day on or before which the payment is required to be made; and

(b) state that in the event of non-payment on or before the specified date, the shares in respect of which the call or instalment of a call was made is liable to be forfeited.

(2) Upon failure to comply with the notice served under sub-Rule (1), the shares in respect of which the notice has been given shall be forfeited by a resolution of the Directors unless the payment as required by the notice has been made before such resolution is passed.

(3) For the purposes of sub-Rule (2), the forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. | Notice of forfeiture |
| 35. | When any share shall have been so forfeited notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. | Notice of resolution of forfeiture and entry on Register |
| 36. | Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot and otherwise dispose of the same in such manner as they think fit, and either with or without | Disposal of forfeited shares |

any past or accruing dividends, and in the case of re-allotment, with or without any money paid thereon by the former holder being credited as paid up.

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| 37. | The Directors may at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture upon such conditions as they think fit. | Power to cancel forfeiture |
| 38. | A person whose shares have been forfeited shall cease to be Member in respect of the forfeited shares, but shall notwithstanding remain liable to pay to the Company and shall forthwith pay to the Company all calls, instalment, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment, and the Directors may enforce payment thereof if they think fit, but shall be under no obligation to do so; the liability of such person shall, however, cease if and when the Company shall have received payment in full of all such moneys in respect of the share. | Liability on forfeiture |
| 39. | The Directors may accept the surrender of any share, upon such terms and condition as may be agreed upon when they are in a position to forfeit such share or by way a compromise of any question as to the holder being properly registered in respect thereof or in any other case allowed by law, but so that no part of the funds of the Company shall be employed in the purchase of the Company's own shares. Any share so surrendered may be disposed of in the same manner as a forfeited share. | Surrender of share |
| 40. | Statutory declaration, in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. | Statutory declaration of forfeited share |
| 41. | The Company may receive the consideration if any, given for a forfeited share on any sale or disposition thereof and execute any 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 irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. | Title of purchaser of forfeited share |
| 42. | If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs. | Sales of shares forfeited |
| 43. | The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, | Application of forfeiture provisions |

becomes payable to the Company at a fixed date, as if the shares had been payable by virtue of a call duly made and notified.

LIEN

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| 44. | The Company shall have a first and paramount lien, in priority to any other claim, upon all the shares other than fully paid up shares registered in the name of each Member and upon the proceeds of sale thereof for unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid for his debts, liabilities and engagements, with the Company, whether the period for payment, fulfilment or discharge thereof shall have actually arrived or not. And such lien shall apply to all dividend payment from time to time declared in respect of such shares. Unless otherwise agreed, the registration of the transfer of a share shall operate as a waiver of the Company's lien, if any, on such shares. | Application of forfeiture provisions |
| 45. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has been paid in respect of the shares of the Member or deceased Member. | Company's liens on shares and dividend |
| 46. | For the purpose of enforcing such lien, the Directors may sell the share subject thereto in such manner as they think fit, but no such sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until notice in writing of the intention to sell shall have been served on such Member, his executors, or administrators or other person recognised by the Company as the owner thereof, and default shall have been made by him or them in payment, fulfilment or discharge of such debts, liabilities, or engagements for fourteen (14) days after such notice. | Power of sale |
| 47. | The net proceeds of any such sale after payment of costs of such sale shall be received by the Company and applied in or towards satisfaction of the debts, liabilities, or engagements of such Member as are presently payable and the residue (if any) should (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assigns or as he directs. | Application on sale |
| 48. | Upon any sale enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may authorise a person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register or Record of Depositors (as applicable) in respect of the shares sold and the Directors shall not be bound to see to the application of the purchase money and after the purchaser's name has been entered in the Register or the Record of Depositors (as applicable) in respect of the shares, the validity of the | Transfer on sale under lien |

sale shall not be affected by any irregularity or invalidity in the proceeding relating to the sale or impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

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| 49. | In the event of the re-allotment or sale of a forfeited or surrendered share, or the sale of any share in which the Company has a lien, a certificate in writing of the Company that the shares has been duly forfeited, surrendered or sold in accordance with this Constitution shall be sufficient evidence of the facts therein stated as against all persons claiming the share. The purchaser or allottee shall not be bound to see to the application of the purchase money or consideration nor shall his title to the share be affected by any irregularity in the forfeiture, surrender or sale, and the remedy of any person aggrieved by the sale be in damages only and against the Company exclusively. | Registration as a Member |
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Upon receiving the consideration, if any, given for a forfeited share on any sale or disposition of the share, the Company may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and such person shall be registered as a Member.

TRANSFER OF SHARES

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| 50. | The transfer of any Securities or class of Securities which have been deposited with the Depository shall be by way of book entry by the Depository in accordance with the Rules of the Depository and notwithstanding sections 105, 106 or 110 of the Act, but subject to section 148(2) of the Act and any exemption that may be made from compliance with section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of Securities. | Transfer of shares |
| 51. | Where the Securities are listed on another stock exchange and the Company is exempted from compliance with Section 14 of the Depositories Act or Section 29 of the Securities Industries (Central Depositories) (Amendment) (No.2) Act 1998, as the case may be, under the Rules of the Depository in respect of such Securities, the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities. | Transmission of securities from Foreign Register |
| 52. | <p>(1) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(2) The Company shall request the Depository in accordance with the Rules of the Depository to issue a Record of Depositors as at the latest date which is reasonably practical which shall in any event be</p> | Record of Depositors |

not less than 3 market days before the general meeting (hereinafter referred to as "**the General Meeting Record of Depositors**").

- (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a Member to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
53. Subject to the Depositories Act and the Rules of the Depository, the Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien. Refusal to transfer
54. The Register and any register of holders of debentures of the Company may on due notice being given as required by the Act, be closed at such time or time as the Directors shall deem expedient, so that the same be not closed for any greater period in the aggregate than thirty (30) days in the year. Any notice of intention to fix the books closing date and its reason, stating the books closing date which must be at least ten (10) market days after the date of announcement to the Exchange or such other period as may be prescribed by the Exchange. When register may be closed
55. (1) The Company may establish and cause to be kept in any other place outside Malaysia a branch register of its Members in accordance with the provisions of Section 53 of the Act. Branch Register
- (2) Subject to the provisions of the Act and of this Constitution, any such register (hereinafter referred to as a branch register) shall be established and kept in such manner as the Directors may from time to time prescribe.
- (3) For the purpose of any such branch register the Directors may empower any officer of the Company or other person or persons or committee (hereinafter referred to as the local authority) to keep the registers in such manner and subject to such regulations as the Directors may from time to time prescribe or allow.
56. No transfer shall be made to a minor or a person of unsound mind or who is insolvent or to a firm or partnership. No transfer to minor, etc.

TRANSMISSION OF SHARES

57. In case of the death of a Member or debenture holder, the persons recognised as having any title to his interest in the shares or debentures shall be – Death of holder

(a) where the deceased was a sole holder, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares; and

(b) where the deceased was a joint holder, the survivor,

but nothing under this Constitution shall release the estate of the deceased joint holder from any liability in respect of any share or debenture which had been jointly held by him with other persons.

58. Subject to any other provisions of this Constitution, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any Member may, upon such evidence being produced as may from time to time properly be required by the Directors, elect either to be registered himself as a holder of the share (in respect of which registration the Company may require payment of such fee, as the Directors may from time to time determine) or to have some person nominated by him registered as the transferee thereof; but the Company shall, in either case, have the like right and power of refusing to register such transfer as it would have had in the case of a transfer of the share by that Member before his death, bankruptcy or insolvency, as the case may be. Rights on death, bankruptcy or insolvency
59. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member. Election
60. A person becoming entitled to a share by reason of the death, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by Membership in relation to general meetings. Dividends and voting powers

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

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| 61. | The executors or administrators of a deceased Member shall be liable at any time to pay up in full all the moneys due upon the shares held by such Member alone beyond the amount called up thereon, unless within two (2) calendar months after being requested in writing so to do, the Directors shall procure some person or persons to purchase such shares at a price equal to the amount paid up or credited as paid up thereon. | Payment of amount due |
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CONVERSION OF SHARES TO STOCK

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| 62. | When any shares have been converted into stock, the holders of such stock may transfer their respective interests therein, or any part of such interest, in such manner as the Company in general meeting shall direct but in default of any such direction 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 will admit. Provided that the Directors may, if they think fit 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 and reconversions |
| 63. | The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock and such interests shall, in proportion to the amount thereof, confer on the holder thereof respectively the same privileges and advantages for the purpose of voting at general meetings and for other purposes as if they held the shares from which the stock arose, but so that none such privileges or advantages, except the participation in the dividends, profits and assets of the Company on winding up, shall be conferred by any holding or part of a holding of stock as would not, if existing in shares have conferred such privileges or advantages. | Participation in dividends and profits |
| 64. | All such provisions of this Constitution as are applicable to paid up shares shall apply to stock, and in all such provisions the words 'shares' and 'shareholder' shall include 'stock' and 'stockholder' respectively. | Provisions applicable to shares shall apply to stock |

ALTERATION OF CAPITAL

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| 65. | (1) The Company may alter its share capital in any one (1) or more of the following ways by passing an ordinary resolution to – | Company may alter its capital in certain ways |
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- (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 reconvert that stock into fully-paid shares; and
 - (c) subdivide its shares or any of its 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.
- (2) The Company may by Special Resolution, reduce its share capital in any manner subject to the requirements and consents required, and with any incident authorised, under the Act.

INCREASE OF CAPITAL

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| 66. | Subject to Rule 10(6)(c) the Company in general meeting may from time to time, whether the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares and (subject to any special rights for the time being attached to any voting class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such condition or restriction (if any) in regard to dividend, return of capital, voting or otherwise as the general meeting resolving upon such increase directs. | Company may increase its capital |
| 67. | Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or convertible Securities 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 or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities 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 or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or Security which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Rule. | Offer of new shares to existing Member |
| 68. | (1) Notwithstanding the existence of a resolution pursuant to Sections 75(1) and 76(1) of the Act, the Company must ensure that it shall not issue any shares or convertible Securities if the total number of those shares and Securities, when aggregated with the total number of any such shares or convertible Securities issued during | Waiver from Exchange for convening extraordinary general |

the preceding 12 months, exceeds 10% of the total number of the issued shares of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of the precise term and conditions of the issue.

meeting for new issue of shares

- (2) In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.

MODIFICATION OF RIGHTS

69. If at any time the capital by reason of the issues of preferences shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of Section 91 of the Act be varied, modified, commuted, affected, abrogated or dealt with by Special Resolution passed by the holders of at least seventy five per centum (75%) of the total voting rights of the Members in the class of the issued shares of the calls at a separate general meeting of the holders of that class concerned and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one third (1/3) of the issued shares of the class and in the case of an adjourned meeting one (1) person present holding shares of such class.

Modification of Rights

Provided however that in the event of the necessary majority for such a Special Resolution not having been obtained in the manner aforesaid consent in writing may be secured by Members holding at least seventy-five per centum (75%) of the total voting rights of the Members in the class and such consent if obtained within two (2) months from the date of the separate general meeting shall have the force and validity of a resolution duly carried at the meeting.

BORROWING POWERS

70. The Directors may from time to time borrow or raise such sums of money as they think necessary for the purposes of the Company.
71. The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or Securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or Securities to exchange the same for shares in the Company of any class of Securities authorised to be issued.

Power to borrow

Classification of Securities and terms

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| 72. | Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company whether called up or not or by any other security, and the Directors may confer upon any mortgagees or persons in whom any debentures, debenture stock or Security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, or the making, receiving or enforcing of calls upon the Members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustee may be remunerated. | Nature of security |
| 73. | The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed. | Security for payment due |
| 74. | The Directors shall cause a proper register to be kept, in accordance with the requirements of the Act, of all mortgages and charges specifically affecting the property of the Company. | Register of mortgages to be kept |
| 75. | Any debenture or other Security may be issued at a discount, premium or otherwise and (with the sanction of the Company in general meeting) with any special privilege as to allotment of shares, attending and voting at general meetings, appointment of Directors or otherwise. | Debentures and other Securities may be issued at discount, etc |

RESERVE AND DEPRECIATION FUNDS

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| 76. | The Directors may, from time to time, before recommending any dividend, whether preferential or otherwise, set apart any such portion of the profits of the Company, and also any Securities or obligations of the Company as they think fit, and also any such portion of any surplus realised on the sale of any fixed assets of the Company or arising from a revaluation of the Company's properties or assets as they think fit, as a reserve fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends or for repairing, improving, and maintaining any of the property of the Company and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside | Reserve funds |
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upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit, with full power to employ the reserve funds or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets, the income arising from any reserve fund shall be treated as part of the gross profits of the Company, the Directors may also without placing the same to reserve carry over any profits which they may think it not prudent to divide.

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| 77. | The Directors may, from time to time before recommending any dividend, set apart any such portion of the profits of the Company, as they think fit as a depreciation fund applicable at the discretion of the Directors, for providing against any depreciation in the investments of the Company or for rebuilding, restoring, replacing or for altering any part of the buildings, works, plant, machinery or other property of the Company destroyed or damaged by fire, flood, storm, tempest, accident, riot, wear and tear or other means and for repairing, altering and keeping in good condition the property of the Company, or for extending and enlarging of the buildings, machinery and property of the Company, with full power to employ the assets constituting such depreciation fund in the business of the Company, and what without being bound to keep the same separate from the other assets. | Depreciation fund |
| 78. | All moneys carried to the reserve fund and depreciation fund respectively, shall nevertheless remain and be profits of the Company applicable subject to due provision being made for actual loss or depreciation for the payment of dividends, and such moneys and all the other moneys of the Company not immediately required for the purposes of the Company may be invested by the Directors in or upon such investments or Securities as they may select or may be used as working capital or may be kept at any bank on deposit or otherwise as the Directors may from time to time think proper. | Investment of money |

GENERAL MEETINGS

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| 79. | (1) The Company shall hold an annual general meeting in every calendar year in addition to any other meetings held during that period, to transact the following business, where applicable – | Annual General Meeting |
| | (a) the laying of audited financial statements and the reports of the Directors and auditors; | |
| | (b) the election of Directors in place of those retiring; | |
| | (c) the appointment (if any) and the fixing of the fees and benefits of Directors; | |

- (d) the appointment and fixing of remuneration of the auditors;
and
 - (e) any resolution or other business of which notice is given in accordance with the Act or this Constitution.
- (2) For the purposes of sub-Rule (1), the annual general meeting shall be held –
- (a) within six (6) months of the Company’s financial year end; and
 - (b) not more than fifteen (15) months after the last preceding annual general meeting.

Such general meetings shall be called " annual general meetings" and all other general meetings shall be called "extraordinary general meetings".

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| 80. | The Directors may, whenever they think fit, convene an extraordinary general meeting, and they shall, on the requisition of the holders of at least ten per centum (10%) of the issued share capital of the Company excluding any paid up capital held as treasury shares as at the date of the deposit of the requisition carries the right of voting at general meetings, forthwith proceed to convene an extraordinary general meeting, and in the case of such requisition the provisions of Section 311 of the Act shall have effect. | Form of requisition for meeting. When requisitionists may call meeting |
| 81. | 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. | Business at requisitioned meeting |

NOTICE OF MEETING

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| 82. | Notice of a general meeting must be given to every Member, Director and auditor of the Company. For the purposes of this Rule, the reference to a ‘Member’ includes 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 general meeting and the Company has been notified of the person’s entitlement in writing. | Notice of meeting |
| 83. | (1) Notice of a general meeting shall – <ul style="list-style-type: none"> (a) be in writing and shall be given to the Members either in hard copy, or in electronic form, or partly in hard copy and partly in electronic form; (b) specify the place, day, date and hour of the meeting; | Manner and content of notice |

- (c) be given to all Members 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 and such notice shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed; and
 - (d) state the general nature of the business of the meeting.
- (2) The notice of a general meeting may include the text of any proposed resolution and other information as the Directors deem fit. Any notice of a meeting called to consider special business shall be accompanied by a statements regarding the effect of any proposed resolution in respect of such special business.
- (3) The Company shall hold all general meetings within Malaysia and may hold such general meetings within Malaysia at more than one (1) venue using any technology that allows all Members a reasonable opportunity to participate. If the Company decides to hold a general meeting at more than one (1) venue using such technology, participation of a Member in the general meeting using any telecommunication device or other communication facilities shall be treated as presence in person and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the general meeting is to be held.
- (4) Notice of a general meeting –
 - (a) given in hard copy shall be sent to any Member either personally or by post to the address supplied by the Member to the Company for such purpose; or
 - (b) given in electronic form shall be transmitted to the electronic address provided by the Member to the Depository for such purpose or by publishing on a website.
- (5) The contact details of the Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.
- (6) Where notice of a general meeting is given by the Company by publishing on a website, the Company must notify a Member of the publication of the notice on the website together with the designated website link or address where a copy of the notice may be downloaded and such notification shall be in writing and be given in hard copy or electronic form stating –
 - (a) that it concerns a general meeting; and
 - (b) the place, date and time of the meeting.

The notice shall be made available on the website from the date that notice is given under this Rule until the conclusion of the meeting. Where a Member requests for a hard copy of the notice, the Company shall forward a hard copy of the notice to the Member as soon as reasonably practicable after the receipt of the request, free of charge.

(7) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

(8) When a general meeting is adjourned for thirty (30) days or more, notice of adjourned meeting shall be given in the same manner as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted at such meeting.

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| 84. | The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting or any proceedings at such meeting. | Omission of notice |
| 85. | The notice convening an annual general meeting shall specify the meeting as such. | Notice of Annual General Meeting |
| 86. | The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary resolution as the case may be. | Notice of special or ordinary resolution |
| 87. | In every notice calling a general meeting there shall appear with reasonable prominence a statement that –

(a) a Member shall be entitled to appoint one (1) or more persons as his proxy to exercise all or any of the Member’s rights to attend, participate, speak and vote at a general meeting; and

(b) a Member who appoints more than one (1) proxy in relation to a general meeting must specify the proportion of the Member’s shareholding to be represented by each proxy. | Member’s right to appoint proxy |

PROCEEDINGS AT GENERAL MEETINGS

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| 88. | For all purposes, the quorum for a general meeting shall be two (2) Members present in person or by proxy. | Quorum |
| 89. | All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheets and the reports of | Special business |

- the Directors and auditors and any other documents annexed to the balance sheet, appointing Directors in place of those retiring by rotation or otherwise, the approval of the Directors' fees and benefits and the appointment and fixing of remuneration of the auditors.
90. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business. Quorum to be present when business
91. No business except the choice of a chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting while the chair is vacant. No business to be transacted without chairman
92. (1) The chairman of the Board shall be entitled to take the chair at every general meeting or if the chairman is not present within fifteen (15) minutes after the time appointed for holding such meeting or is not willing to act, the Senior Independent Director shall be entitled to take the chair, or if the Senior Independent Director is not present within the following subsequent fifteen (15) minutes or is not willing to act, the Directors present shall choose one (1) of their number to be chairman, or if all the Directors present decline to take the chair, then the Members present shall choose one (1) of their number being a Member entitled to vote to be the chairman. No poll shall be demanded in the case of election of the chair of the meeting or the adjournment of the meeting. Chairman of general meeting
- (2) A proxy shall not be eligible to be elected as chairman of the meeting.
93. If within half an hour from the time appointed for the meeting a quorum is not present – When meeting to be dissolved and when to be adjourned
- (a) if convened upon the requisition of Members, the meeting shall be dissolved; or
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine.
94. (1) Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll. How questions to be decided at meetings casting vote
- (2) The Company must appoint at least one (1) scrutineer to validate the votes cast by poll at any general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. If such scrutineer is interested in a resolution to be passed at the general meeting, the scrutineer must refrain from acting as the scrutineer for that resolution.

- (3) Save for sub-Rule (1) above, every question submitted to a meeting shall be decided in the first instance by a show of hands unless before or upon declaration of the result of the show on hands, a poll be demanded as hereinafter provided. In the case of an equality of votes the chairman shall not have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
95. (1) At any general meeting, a poll may be demanded –
- Voting on
resolution
- (a) by the chairman;
- (b) by at least three (3) Members present in person or by proxy;
- (c) by any Member present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) by a Member holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total paid up shares conferring that right.
- (2) Unless a poll be 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 proceeding 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.
- (3) The demand for a poll may be withdrawn and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
96. If a poll be demanded as aforesaid it shall (subject to the provision of Rule 94) be taken in such manner and at such time and place as the chairman of the meeting so directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
- Poll
97. The chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place, and without such consent he may adjourn any meeting at which a proposal of importance is made for the consideration whereof in his
- Power to
adjourn general
meeting

judgement, which shall not be challenged, a larger attendance of Members is desirable. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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| 98. | Whenever a meeting is adjourned thirty (30) days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting. | Notice of adjournment |
| 99. | Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. | In what case poll taken without adjournment |
| 100. | The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. | Effect of demand of a poll |

VOTES OF MEMBERS

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| 101. | Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member present in person or by proxy shall have one (1) vote and upon a poll every Member present in person or by proxy shall have one (1) vote for every share held by him. Subject to Rules 102 and 105, a proxy may but need not be a Member and a Member may appoint any person to be his proxy without limitation. | Vote of Members |
| 102. | 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 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. | Member of unsound mind |
| 103. | (1) No Member shall be entitled to be present or to vote at any general meeting or upon any poll, either personally or by proxy, or to be reckoned in any quorum, or to exercise any privileges as a Member unless all calls or other moneys due and payable in respect of any share of which he is the holder have been paid as provided under Rule 24. | No rights in respect of meeting while call due to Company |
| | (2) Subject to Rule 24, a Member shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. | |
| 104. | 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 meetings shall | Objections to vote |

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.

105. Votes may be given personally or by proxy. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. The instrument appointing a proxy shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand and seal of its attorney. A corporation or the Government of Malaysia or the Government of any State of Malaysia may appoint any person being Entitled Person (whether a Member or not) as its proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (a) Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Depositories Act.
- (b) A Member entitled to attend and vote at a general meeting, or at a meeting of any class Members shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a general meeting shall have the same rights as the Member to speak at the meeting.
106. Any corporation which is a Member may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any general meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.
107. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially 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 meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- Proxies permitted instrument appointing proxies to be in writing
- Corporations can appoint representative
- Appointment of proxy

108. (1) Unless the Company receives notice of termination of the authority of the proxy at the Office not less than twenty-four (24) hours before the time for holding the general meeting or adjourned general meeting, the termination of the authority of the person to act as proxy shall not affect –
- When vote by proxy valid though authority revoked
- (a) the constitution of the quorum at the meeting;
 - (b) the validity of a poll demanded by him at the meeting; or
 - (c) the validity of the vote exercised by him at a general meeting or adjourned general meeting.
- (2) A vote in accordance with the terms of instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the office not less than twenty-four (24) hours before the commencement of the meeting or adjourned meeting at which the instrument is used.
109. Any person entitled under Rule 58 to transfer any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such share provided that not less than forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
- Votes on transmission shares
110. Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form or to the effect following or in such other form as the Directors may approve and shall be retained by the Company.
- Form of instrument appointing a proxy

MALAYSIA AIRPORTS HOLDINGS BERHAD

I/We,
 of
 being a Member of Malaysia Airports Holdings Berhad hereby appoint or failing him of
 as my/our proxy in my/our absence to attend and vote for me/us on my/our behalf at the (Ordinary/Extraordinary, as the case may be) General Meeting of the Company, to be held on the
 day of..... and at any adjournment thereof.

Signed this day of 20 .

DIRECTORS

111. (1) The number of Directors shall be not less than two (2) nor (unless otherwise determine by the Company in general meeting) more than twelve (12). Number of Directors
- (2) The minimum number of Directors prescribed in this Rule shall –
- (a) ordinarily reside in Malaysia by having a principal place of residence in Malaysia; and
- (b) not include an alternate Director.
112. A Director shall not be required to hold any qualification share. Qualification share
113. (1) The Special Shareholder shall have the right from time to time – Government Appointed Directors
- (a) to appoint any person; or
- (b) to nominate any acting Director (with the consent of the Director concerned),
- to be a Government Appointed Director so that there shall not be more than six (6) Government Appointed Directors at any time comprising –
- (i) the chairman of the Board of Directors;
- (ii) the Managing Director;
- (iii) one (1) representative each from the Ministry of Finance and the Ministry of Transport; and
- (iv) two other representatives as may be determined,
- and he may remove the same in the case of a Director appointed pursuant to paragraph (i) of this Rule or terminate the nomination in the case of an existing Director nominated pursuant to paragraph (ii) of this Rule and appoint or nominate another or other in their place. Any such appointment, nomination, removal or termination shall be in writing served on the Secretary together with where appropriate; the consent of the person concerned to act and shall be signed by or on behalf of the Special Shareholder.
- (2) Save as provided in this Rule, the provisions of this Rule shall apply to the Government Appointed Directors as they apply to other Directors.
- (3) Notwithstanding anything to the contrary in the Constitution, but subject to the Act –

- (a) The Government Appointed Directors shall be required to retire or be taken into account in determining the number of Directors to retire pursuant to any provisions of the Constitution.
 - (b) If a Government Appointed Director ceases to hold such office the vacancy may only be filled by appointment by the Special Shareholder pursuant to this Rule.
 - (c) The provisions of the Constitution relating to the appointment of Directors shall not apply to Government Appointed Directors.
- (4) If an existing Director is appointed to be a Government Appointed Director he shall on the termination of his appointment continue to be a Director of the Company but shall retire at the next following annual general meeting.
114. The Directors shall be paid by way of remuneration for their services such fixed sum (if any) as shall from time to time be determined by the Company in general meeting. Provided always that –
- (1) Fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
 - (2) Salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover.
 - (3) Fees of Directors and any benefits payable to Directors shall be subject to annual approval by the Members at a general meeting in accordance with Section 230(1) of the Act.
 - (4) Any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
115. (1) Subject to Section 230(1) of the Act and the Listing Requirements, if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purpose of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Company may pay the Director remuneration and expenses therefor either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Company in general meeting and such remuneration and expenses may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors.

Remuneration
of Directors

Special
remuneration
of Director

<p>(2) Subject to Section 230(1) of the Act, the Directors shall also be entitled to be repaid for all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including any expenses incurred in attending meetings of the Directors or of a committee of Directors or general meetings.</p>	<p>Directors expenses</p>
<p>116. (1) The office of any Director including a Government Appointed Director shall ipso facto be vacated if such Director –</p> <p>(a) falls within the circumstances set out in Section 208 of the Act;</p> <p>(b) is absent from more than fifty per centum (50%) of the total meetings of Directors held during a financial year; or</p> <p>(c) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in sub-Rule (2).</p> <p>(2) No person is appointed or allowed to act as a Director if he –</p> <p>(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;</p> <p>(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or</p> <p>(c) has been convicted by a court of law of an offence under the securities laws or the corporations laws of Malaysia;</p>	<p>Disqualification of Directors</p>
<p>within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.</p>	
<p>117. Any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Director or an entry has been made in the Directors, minute book stating that such Director has ceased to be a Director of the Company.</p>	<p>Acts done in good faith by Director whose office is vacated</p>
<p>118. Subject to the provisions of the Act, a Director shall not be disqualified by reason of his holding any other office, or place of profit under Company in conjunction with his office of Director, except that of an auditor of the Company, and may be appointed thereto for such period and upon such terms as to remuneration and otherwise as the Directors may determine and no Director shall be disqualified by his office from contracting with the Company with regard to his tenure of such other office or place of profit.</p>	<p>Rights to hold office or profit under the Company</p>

119. Subject to the provisions under Section 222(2) of the Act, a Director who has an interest in the manner set out in Section 221 of the Act in a contract or proposed contract with the Company –
- Effect on quorum
- (a) shall be counted only to make the quorum at the meeting of the Board;
 - (b) shall not participate in any discussion while the contract or proposed contract is being considered at the meeting; and
 - (c) shall not vote on the contract or proposed contract.
120. (1) Subject to the provisions of the Act and the Listing Requirements, no Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a Member or otherwise interested be avoided nor shall any Director so contracting being such Member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract of arrangement is determined on, if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested; provided, nevertheless, that, subject to any other provisions of this Constitution. A Director shall not vote in respect of any contract or arrangement or proposed contract or arrangement, in which he has directly or indirectly an interest and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at a meeting upon the consideration of a motion concerning any such contract or arrangement.
- Directors may contract with Company
- (2) For purposes of sub-Rule (1), a Director shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract if it falls under the following exceptions –
- (a) where the contract or proposed contract relates to any loan to the Company that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (b) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of Section 7 of the Act is deemed to be related to the company that he is the director of that corporation; or

- (c) any other exceptions as provided under the Act.
- (3) A general notice in writing, which complies with Section 221(4) and (5) 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.
121. Subject to the Act and the Listing Requirements, a Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise, upon such terms and subject to such conditions as the Directors may determine. When Director of the Company appointed Director of a subsidiary company
122. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company. Right to payment for professional services
123. A Director may appoint a person to act as his alternate, provided that— Alternate Director
- (a) such person is not a Director of the Company;
- (b) such person does not act as an alternate for more than one (1) Director of the Company;
- (c) the appointment is approved by a majority of the other members of the Board; and
- (d) any fee paid by the Company to the alternate shall be deducted from that Director's remuneration.
124. (1) Any removal of an alternate Director shall be by notice in writing to the Company signed by the Director revoking the appointment. The appointment of an alternate Director may at any time be revoked by a majority of the Directors (excluding the Director who appointed him). Cessation of appointment of alternate Director
- (2) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but if a Director who is required to retire by rotation under this Constitution so retires and is reappointed or deemed to have been reappointed, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- (3) An alternate Director shall not be taken into account in determining the minimum or maximum number of Directors required under this Constitution or the Act.

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| 125. | Every person acting as an alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. | Responsibility of an alternate Director |
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MANAGING DIRECTOR

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| 126. | The Special Shareholder may from time to time, appoint a Managing Director of the Company for such period and upon such terms as he may think fit at any one time but if the appointment is for a fixed term, the term shall not exceed five (5) years; with power to reappoint thereafter and may from time to time (subject to the provisions of any contract between the Managing Director and the Company) remove or dismiss him from office and appoint another in his place. | Power to appoint Managing Director |
| 127. | A Managing Director, or a person performing the functions of a managing director, by whatever name called, shall be subject to the control of the Board. | Managing Director subject to the Board |
| 128. | The Managing Director shall be subject to the same provisions as to resignation and removal as other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause. | Resignation and removal of Managing Director |
| 129. | The remuneration of a Managing Director shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on dividends or profits of the Company or of any other company in which the Company is interested or by participation in any such profits or by any, of all of those modes or otherwise as may be expedient, but shall not include a commission on or percentage of turnover. | Remuneration of Managing Director |
| 130. | The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under those provisions by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such object and purposes and upon such terms and conditions, and with such restrictions as they think expedient; and may from time to time revoke, withdraw, alter, or vary all or any of such powers. | Powers of Managing Director |

APPOINTMENT AND REMOVAL OF DIRECTORS

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| 131. The Company in general meeting, but subject to this Constitution, may at any time elect any person to be a Director and may from time to time increase or reduce the number of Directors and may also, subject to the provisions of the Act, determine in what rotation such increased or reduced number is to go out of office. | Election, increase, reduction and solution of Directors |
| 132. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company 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 maximum number fixed in this Constitution. Any Director so appointed shall hold office only until the next annual general meeting when he shall retire and shall then be eligible for re-election. | Appointment of Director by Board |
| 133. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Members intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election as a Director shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Candidature for election as Director |

ROTATION OF DIRECTORS

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| 134. At the first annual general meeting 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 the number nearest to one-third (1/3) shall retire from office. The Directors to retire at such annual general meetings (other than the first) shall be the Directors who shall have been longest in office. As between two (2) or more who have been in office an equal length of time the Director to retire shall in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment when he has previously vacated office. A Director retiring under Rule 132 shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires. | Retirement of Directors by rotation |
| 135. An election of Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. | Election of Directors |

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| <p>136. Subject to any resolution for reducing the number of Directors, if any meeting at which an election of a Director ought to take place, the places of the retiring Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place and if, at the adjourned meeting the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall, if willing to continue in office, be deemed to have been re-elected at the adjourned meeting.</p> | <p>Election of Directors at adjourned meeting</p> |
| <p>137. Meeting of the Directors can be held within or outside Malaysia and can be held at two (2) or more venues within or outside Malaysia using any telecommunication device or such other communication facilities that enable the Directors as a whole to participate for the entire duration of the meeting. Participation of a Director in a meeting using any telecommunication device or other communication facilities shall be treated as presence in person and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held.</p> | <p>Venue for Directors meeting</p> |
| <p>138. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Two (2) Directors shall be a quorum for the transaction of business at a meeting of the Board. Questions arising at any meeting shall be decided by a majority of votes except in cases where a unanimous vote is required under this Constitution or the decision of question is regulated by any special agreement.</p> | <p>Proceedings, meeting of Directors and quorum</p> |
| <p>139. (1) Two (2) Directors may at any time summon a meeting of the Directors, and the Secretary, upon the request of the chairman or any two (2) Directors, shall convene a meeting of the Directors. Notice of a meeting of Directors need not be given to a Director who is not in Malaysia and who has given notice that he is leaving Malaysia temporarily or otherwise.</p> <p>(2) The notice of the meeting of Directors shall include the date, time and place of the meeting.</p> <p>(3) An irregularity in the notice of a meeting is waived if all Directors entitled to receive a notice of the meeting attend the meeting without objection to the irregularity.</p> | <p>Calling of meetings</p> |
| <p>140. The Special Shareholder shall appoint the chairman of the Board. The Board may elect a Senior Independent Director from amongst the Independent Directors and the Board may determine the period for which such Director shall hold office. The chairman shall preside at the meeting of Directors. If the chairman is not present within fifteen (15) minutes after the time appointed for holding of the meeting of the Directors or is not willing to act, the Senior Independent Director shall preside at the meeting of Directors. If the Senior Independent Director is not present within the following subsequent fifteen (15) minutes or is not willing to act, the Directors present shall choose one (1) of their number to be chairman of the meeting.</p> | <p>Chairman</p> |

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| 141. | A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Constitution for the time being vested in or exercisable by the Directors generally. | Power of quorum |
| 142. | Questions arising at any meeting of the Directors shall be decided by a majority of votes, each Director having one (1) vote and in case of an equality of votes the chairman shall have a second or casting vote. Provided that at a meeting of the Directors where two (2) Directors form a quorum and only such quorum is present, or at a meeting of the Directors at which only two (2) Directors are competent to vote on the question at issue, the chairman of such meeting shall not have a casting vote. | Decision at a meeting of Directors |
| 143. | All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director or manager or Secretary shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or manager or Secretary or persons 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 or manager or Secretary. Provided that nothing in this Rule shall be deemed to give validity to acts done by such Directors, committee or manager or Secretary or persons acting as aforesaid after it has been shown that there was some defect in such appointment or that they or any of them were disqualified. | Validity of acts of Directors and officers |
| 144. | Where a resolution is passed at an adjourned meeting of the Board, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. | Resolution passed at adjourned meeting |
| 145. | (1) A resolution in writing signed, assented or approved by several documents, including letter, facsimile, electronic mail or other similar means of communication, in similar form by all the Directors who are present in Malaysia for the time being, being not less than two (2), shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Provided that where a Director is not so present but has an alternate who is so present then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution" and may consist of several documents. Where a Director has assented or approved a resolution in a manner other than signing on the resolution in writing, such Director shall cause to be forwarded or otherwise delivered to the Secretary a copy of the resolution in writing in the like form signed by such Director without delay and shall be recorded by the Secretary in the Company's minute book and submitted for confirmation at a meeting of the Directors next following the receipt thereof by the Secretary. A Directors' Resolution shall be inoperative if it shall purport to authorise or to do any act which a meeting of Directors has decided shall not be authorised or done via a resolution in writing. | Resolution in writing binding |

- (2) A copy of any such resolution shall be entered in the minute book of Board proceedings.
146. The continuing Directors may 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 as the necessary quorum of Directors, the continuing Directors may only act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting but for no other purpose except to address an emergency. Numbers reduced below quorum
147. The Directors may delegate any of their powers to a committee consisting of such number of members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors. Committees
148. The meetings and proceedings of any such committee, if consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Rule. Meetings and proceedings of a committee
149. In the case of a committee consisting of three (3) or more members, questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of any equality of votes the chairman of such meeting shall have a second or casting vote and in the case of a committee consisting of two (2) members only the decision shall be arrived at in such manner as shall be determined by regulations imposed by the Directors. Decisions of a committee

MINUTES AND REGISTERS

150. (1) The Directors shall cause minutes to be duly entered in books provided for the purpose – Minutes
- (a) of all appointments of officers which require approvals by the Board as the Board may determine;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of Directors;
 - (c) of all orders and resolutions made by the Directors and committee of Directors; and
 - (d) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors.
- (2) Any such minutes of any meetings of the Directors, or of any committee of Directors or of the Company, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated in such minutes.

POWERS OF DIRECTORS

151. The business of the Company shall be managed by the Directors who may, in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon them, exercise all such powers and do all such things as the Company is by its Constitution or otherwise authorised to exercise and do and are not hereby or by law expressly directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of any law for the time being in force and of this Constitution and to any regulations from time to time made by the Company in general meeting (not being inconsistent with provisions of such law or of this Constitution), provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
152. The Directors shall not enter or carry into effect any arrangement or transaction for –
- (a) the acquisition of an undertaking or property of a substantial value; or
 - (b) the disposal of a substantial portion of the Company’s undertaking or property unless –
 - (i) the entering into the arrangement or transaction is made subject to the approval of the Company by way of a resolution; or
 - (ii) the carrying into effect of the arrangement or transaction has been approved by the Company by way of a resolution of Members in general meeting.

General power of Company vested in Directors

Sale/disposal of assets by Director

“substantial value” or “substantial portion” shall have the same meaning as set out in Section 223 of the Act or any amendments thereto and the Listing Requirements.

INDEMNIFICATION

153. Subject to the provisions of the Act, every Director, manager, trustee, auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company for any travelling expenses and other costs, charges and expenses and losses incurred by him in or about the discharge of his duties, except such cost, charges, expenses or losses incurred as a result of his own wilful act, neglect or default; and subject to all applicable laws, every Director, Secretary, manager and other officers or servant of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.

Indemnity of Officers

154. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other 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 in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, Securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own negligence, default, breach of duty, breach of trust or dishonesty of which he may be guilty in relation to the Company.

Liability

SECURITY CLAUSE

155. 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 in respect of any detail of the Company's trading 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 to communicate to the public.

Secrecy

DIVIDENDS

156. Subject to any rights or privileges for the time being attached to any shares in the capital of the Company having preferential or special rights in regard to dividend and to the provisions of this Constitution as to the reserve and depreciation funds, the profits of the Company which it shall from time to time be determined to distribute by way of dividend, shall be applied in payment of dividends upon the ordinary shares of the Company in proportion to the amounts respectively paid up thereon or credited as paid up thereon at the end of the period in respect of which the dividend is declared, other than the amounts paid in advance of calls.
157. (1) Subject to the Act, the Company may make a dividend to its Members out of profits of the Company provided that the Company is solvent.
- (2) Before a distribution is made by the Company to any Member and subject to any other requirements of the Act and this Constitution, such dividend must be authorised by the Directors. The Directors may authorise a dividend at such time and in such amount as they consider appropriate, if they are satisfied that the Company will be solvent immediately after the dividend is made. For the purposes of this Rule, the Company is regarded as solvent if the Company is able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made.

Profits of Company which are to be distributed by way of dividend

Dividends

158. The Directors may retain the distributions payable upon any share in respect of which any person is under Rule 58 entitled to become a Member or which any person under that Rule is entitled to transfer, until such person shall become a Member in respect thereof or shall duty transfer the same. No such dividend shall bear interest as against the Company.	Retention of distribution
159. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of any unpaid liabilities in respect of which the lien exists as herein before provided by this Constitution.	Retention of dividend on which company from a lien
160. No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, but this provision shall be without prejudice to the right of the Directors to apply any part of any such funds as may represent undistributed profits to provide, make, equalise or increase any dividend or to pay a bonus issue from time to time. No dividend or other moneys payable on or in respect of a share shall carry interest as against the Company.	Payment out of net profits to be conclusive
161. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.	Directors' declaration of net profits to be conclusive
162. When a share is issued after the commencement of any financial year it shall, unless otherwise provided by the terms of issue, rank <i>pari passu</i> with previously issued shares as regards any dividend subsequently declared in respect of such year.	Ranking of shares
163. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.	Rights to dividend in respect of a transferred share
164. Subject to the Unclaimed Moneys Act, 1965 all dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.	Unclaimed dividends
165. Every dividend shall belong and be paid (subject to the Company's lien) to those Members who shall be on the Register or the Record of Depositors (as applicable) at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of share.	Register
166. The Directors may deduct from the dividends payable to any Member all such sums as may be due from him to the Company on account of calls or otherwise.	Deduction

167. Any general meeting declaring a distribution may, upon the recommendation of the Directors, resolve that such distribution be paid wholly or in part by the distribution of specific assets, and in particular or paid up shares, debentures or debenture stock of the Company, or paid up shares, debentures or debenture stock of any other company, or in any one (1) or more of such ways; and any general meeting may, upon the recommendation of the Directors, resolve that any moneys, investment or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or funds or other special account or in the hands of the Company and available for distribution and including any profits arising from the sale or revaluation of the assets of the Company or any part thereof or by reason of any other accretion to capital assets be capitalised and distributed amongst such of the Members as would be entitled to receive the same if distributed by way of distribution and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised funds be applied on behalf of such Members in paying up in full any unissued shares of the Company or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such Members in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any resolution under this Rule the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed or that fractions of less value than RM1.00 may be disregarded in order to adjust the rights of all parties and may vest any such cash or specified assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with the provisions of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

Bonus issue
in lieu

168. The Company in general meeting may from time to time and at any time pass a resolution to the effect that it is desirable to capitalise any part of the undivided profits of the Company standing to the credit of any the Company's reserve funds or to the credit of the profit and loss account, and that accordingly such sum be set free for distribution among the Members in accordance with their rights and interest in the profits or otherwise as may be agreed, on the footing that the same be not paid in cash, but be applied in payment in full or in part of the shares of the Company, and that such shares be distributed among the Members in accordance with their rights and interests in the profits or otherwise as aforesaid. When such resolution has been passed on any

Capitalisation
of reserves

occasion the Directors may allot and issue the shares therein referred to credited as fully or partly paid up, as the case may be, to the Members according to their rights and interest in the profits or otherwise as aforesaid, with full power to make such provision by the issue of fractional certificates or otherwise as they think expedient for the case of fraction. Prior to such allotment the Directors may authorise any persons, on behalf of the Members to receive such allotment to enter into an agreement with the Company providing for the allotment to them of such shares credited as fully or partly paid up, and any agreement made under such authority shall be effective.

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| 169. | Any dividend, interest or other money payable in cash in respect of shares may be paid by banker's draft, money order, cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or paid via electronic transfer of remittance to the bank account provided by the holder who is named on the Register and/or Record of Depositors. Every such draft, money order, cheque or warrant or electronic transfer of remittance shall be made payable to the order of the persons to whom it is sent or remitted and payment of same if purporting to be endorse shall be a good discharge to the Company. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money represented thereby. | Payment of dividend |
| 170. | <p>(1) The Directors shall cause to be kept proper books of account with –</p> <ul style="list-style-type: none"> (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; (b) all sales and purchases of goods and services by the Company; and (c) the assets and liabilities of the Company. <p>(2) The books and accounts shall be kept at the Office or at such other place the Directors think fit, and shall at all times be open to inspection by the Directors.</p> <p>(3) The records referred to in sub- Rule (1) shall be retained for seven (7) years after the completion of the transactions or operations to which the entries relate.</p> | Accounts |
| 171. | The Directors shall from time to time determine whether 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 not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors. | Inspection of the accounts |
| 172. | The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance | Presentation of accounts |

sheets, group accounts (if any) and reports as are required under the Act.

173. (1) A copy of audited financial statements which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the auditors' and Directors' reports in printed form or in CD-ROM form or in such other form of electronic media shall not more than six (6) month after the close of the financial year and not less than twenty one (21) days (or such other shorter period as may be allowed by the Act or Listing Requirements) before the date of the meeting be sent to every Member of, every holder of debenture of, and trustee for every debenture holder of, the Company, the Directors and the auditor for the time being of the Company and to every other person who is entitle to receive notice of general meeting from the Company under the provisions of the Act or of this Constitution.
- (2) Copies of the financial statements and reports shall be sent to the last known address provided to the Company.
- (3) Any Director, Member or debenture holder to whom copies of the financial statements and reports have not been sent shall, on a request being made by the Member or debenture holder to the Company be furnished with such copies without charge.
- (4) In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) market days from the date of receipt of the request or such other period as may be prescribed by the Exchange.
174. Save as may be necessary for complying with the provisions of the Act, the Directors shall not be bound to publish any list or particulars of the Securities or investments held by the Company or to give any information with reference to the same to any Member.

Copies of accounts to be sent to Members, Directors and auditors etc.

Particulars of investments

AUDIT

175. Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet shall be ascertained by one (1) or more auditor or auditors and the provisions of the Act in regard to audit and the appointed and qualification of auditors shall be observed.
176. The auditor or auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any annual general meeting which any Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

Audit

Auditor's right to receive notices of and attend and speak at general meetings

177. Every account of the Directors when audited shall be conclusive except as regards any error discovered therein within three (3) months next after the approval thereof; whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive. Audited accounts

178. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and auditors' reports shall not exceed four (4) months or such other period prescribed by the Act and/or the Listing Requirements. Presentation of accounts

COMMON SEAL

179. The Directors shall forthwith provide a Seal for the Company and they shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof. Seal

180. The Seal of the Company shall be deposited at the Office, and subject to Rule 23 shall never be affixed to any document except by the authority of a resolution of the Directors, and in the presence of two (2) Directors or a Director and the Secretary or some other person appointed by the Directors for the purpose, and every instrument to which the Seal is affixed shall be conclusive evidence of the fact that the Seal has been properly affixed. The Company may also have a "share seal" pursuant to the Act.

SECRETARY

181. (1) The Secretary shall be appointed by the Directors for such term or terms, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be only removed by them. The Directors may, from time to time, if there is no Secretary or no Secretary capable of acting, by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary. Secretary

(2) Notwithstanding anything contained in this Rule, the Secretary may resign from his/her office by giving a notice to the Board in accordance with Section 237 of the Act.

MANAGEMENT

182. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in any part of the world in such manner as they think fit, and the provisions contained in the next following Rules shall be without prejudice to the general powers conferred hereby. Management

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| 183. | The Directors may from time to time, appoint a chief executive officer and/or general manager(s), and at any time, may establish any office, or agency for managing any of the affairs of the Company in any specified locality, and may appoint any persons to be managers, Secretaries or agents, and may fix their remuneration. Such appointments or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annul or vary such delegation. | Chief executive officer or general manager |
| 184. | The Directors may at any time and from time to time, by powers of attorney under the Seal appoint any person or persons 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 these presents), and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may (if the Directors think fit) be made in favour of any of the persons referred to in Rule 171 or any company or of the Members, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors think fit any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them. | Power of attorney |
| 185. | Notwithstanding the provisions of Rules 182, 183 and 184 the Directors may appoint a solicitor to prosecute or defend any proceedings by or against the Company in any court of law and for this purpose may cause the Seal of the Company to be affixed to any warrant, power of attorney or other authority and may in the case of any emergency arising requiring the appointment of an agent or officer of the Company make the temporary appointment of an agent or officer to hold office until the next meeting of the Directors. | Appointment of solicitor |

BILLS, NOTES, CHEQUES AND RECEIPTS

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| 186. | The Directors may draw, make, accept or endorse or authorise any other person or persons to draw, make, accept or endorse any cheques, bills of exchange, promissory notes or other negotiable instruments, provided that every cheque, bill of exchange, promissory note or other negotiable instrument drawn), made or accepted shall be signed by such person or persons as the Directors may appoint for the purpose. | Negotiable instrument |
| 187. | Receipt for money payable to the Company may be signed by a Director or the Secretary, or the person acting as Secretary, or by any other person authorised by the Directors to receive money either generally or any particular sum of money on behalf of the Company and such receipt shall be deemed to be valid, and any money paid by the authority of the Directors to the bankers of the Company on account of the Company shall be deemed to be duly paid to the Company. | Receipt |

NOTICES

188. (1) Other than notice of general meetings, communication between the Company and the Members, including matters relating to resolutions, supply of information or documents or otherwise for the purposes of complying with the Act may be –
- How notices to be served on Members
- (a) in hard copy;
 - (b) in electronic form; or
 - (c) partly in hard copy and partly in electronic form.
- (2) A communication in hard copy shall be valid if –
- (a) addressed to the Company at the Office; or
 - (b) addressed to the Member at the last known address.
- (3) A communication in electronic form shall be valid if –
- (a) addressed to the Company at an electronic address provided for that purpose; or
 - (b) addressed to the Member at the last known electronic address provided for that purpose.
- (4) For the purposes of this Rule, the contact details of a Member as provided to the Depository shall be deemed as the last known address provided by the Member to the Company for purposes of communication with the Member.
189. Every Member may from time to time notify in writing to the Company some place in Malaysia to be registered as his address and such place shall for all purposes be deemed his registered place of address. A Member who has no registered place of address shall not be entitled to any notice.
- Member to notify and register his address
190. If a Member has no registered address in Malaysia and has not supplied to the Company an address within Malaysia for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly given to him on the day on which the advertisement appears.
- How to be advertised

191. (1) Any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same would be delivered in the ordinary course of post and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid, and put into the post office. The certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.
- (2) A communication in electronic form shall be deemed to be served upon transmission of the same to the electronic address of the addressee unless the sender receives an automated delivery failure notice after the communication has been transmitted.
192. Every person who by operation of law, transfer or by other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name or address being entered to the Register as a Member shall be duly given to Member from whom he derives his title to the share notwithstanding the Company may have notice of the death, lunacy, bankruptcy, insolvency or disability of such Member or of the transfer of such share.
193. A notice may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or insolvency of a Member addressed to them by name, or by the title of the representative of the deceased, or assignee of the bankrupt or insolvent or by any like description by sending it through the post or left at the address (if any) in Malaysia supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, bankruptcy or insolvency had not occurred.
194. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding such Member be then deceased, and whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered shares and such service shall, for all purposes of these presents, be deemed a sufficient service of such notice or document on his heirs, executors or administrators.
195. (1) Notice of every general meeting shall be given in the manner herein before authorised to –
- (a) every Member except those Members who (having no registered address within Malaysia) having not supplied to the Company an address within Malaysia for the issuance and/or delivery of notices to them;
- When notices by post deemed to be served
- Notice to registered holders
- Notice to person entitled to a share in consequence of death, bankruptcy or insolvency
- Notice in respect of deceased holders
- Notice of general meeting

- (b) every person entitled to a share in consequence of the death, bankruptcy or insolvency of a Member who, but for this death, bankruptcy or insolvency, would be entitled to receive notice of the meeting;
 - (c) in respect of annual general meetings, the auditor for the time being of the Company; and
 - (d) the Directors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.
196. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day on which the notices is to be operative shall be excluded in computing such number of days or other period.

WINDING UP

197. If the Company shall be wound up and the assets available for distribution among the Members shall be insufficient to pay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the assets shall be distributed among the Members in proportion to the capital at the commencement of the winding up paid up, or which ought to have been paid up, on the shares held by them respectively, but this Rule is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
198. The liquidator on any winding up of the Company (whether voluntarily or otherwise) may with the authority of a Special Resolution divide amongst the Members in specie or kind the whole or any part of the assets of the Company, (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the Members or different classes of Members, and may, with the like sanction, vest the whole of any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator, with the like sanction shall think fit.

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| 199. | In the case of a sale by the liquidator under Section 456 of the Act, the liquidator may by the contract of sale agree so as to bind all the Members for the allotment to the Members direct of the proceeds of sale in proportion to their respective interests in the Company, and may further by the contract limit a time at the expiration of which obligations or shares not accepted or required to be sold shall be deemed to have been, irrevocably refused and be at the disposal of the Company, but so that nothing herein contained shall be taken to diminish, prejudice or affect the rights of dissenting Members conferred by the said section. | Proceeds of sale by liquidator |
| 200. | The power of sale of a liquidator all include a power to sell wholly or partially for debentures, debenture stock or other obligations of another company, either then already constituted or about to be constituted for the purpose of carrying out of the sale. | Power of sale of a liquidator |

EFFECTS OF THE LISTING REQUIREMENTS

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| 201. | (1) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done. | Compliance with the law |
| | (2) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done. | |
| | (3) If the Listing Requirements require an act to be done or not to be done, authority as given for that act to be done or not to be done (as the case may be). | |
| | (4) If the Listing Requirements require this Constitution to contain a provision and they do not contain such a provision, this Constitution is deemed to contain that provision. | |
| | (5) If the Listing Requirements require that this Constitution not to contain a provision and it contains such provision, this Constitution is deemed not to contain that provision. | |
| | (6) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency. | |

