



Constitution



THE COMPANIES ACT, 2016

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD
Registration No: 200001022382 (524989-M)

INCORPORATED ON THE 30TH DAY OF AUGUST 2000

RDL CORPORATE SERVICES SDN. BHD.
Registration No: 197501001683 (23467-A)
LEVEL 25, MENARA HONG LEONG,
NO. 6, JALAN DAMANLELA, BUKIT DAMANSARA,
50490 KUALA LUMPUR

THE COMPANIES ACT, 2016

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

1. The name of the Company is **BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD** (hereinafter known as "the Company").
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:
 - (a) To advise members on the corporate governance of listed companies;
 - (b) To monitor, research and advise the members on the corporate administration of the listed companies in accordance with the code of corporate governance in Malaysia;
 - (c) To act as a facilitator for communication amongst the members who hold minority shares in the listed companies on important issues of corporate governance that concern the members;
 - (d) To act as a mechanism of a collective action for the members in the proxy vote;
 - (e) To become the forum on minority shareholders' experiences in the context of the Malaysian Code on Corporate Governance and the Securities Commission's Disclosure Based Regime and the Capital Market Masterplan, and thereafter to build a databank on minority interests and corporate governance matters and to conduct continuous on-going research on those subject matters;
 - (f) To become the think-tank and Resource Centre for minority interest and corporate governance matters in Malaysia and thus, become the centre and focal point of knowledge on these subject matters which will be made readily accessible and available from its computerized databank;
 - (g) To develop and disseminate the education aspects of corporate governance;
 - (h) To become the platform to initiate collective shareholder activism on unethical or questionable practices by management of the public listed companies;
 - (i) To influence the decision making process in public listed companies as the leader for minority shareholders' legitimate rights and interests;
 - (j) To continuously monitor for breaches and non-compliance in corporate governance practices by public-listed companies, that may be detrimental to the rights and interests of the minority shareholders and to disclose current practices to stakeholders and publicize such matters, hence supporting the Government's drive for globalization and foreign investment;

- (k) To initiate where appropriate, reports to regulatory authorities and doing so, transforming the Company into an effective deterrent of such events or activities which may be against the interest of the minority shareholders;
- (l) To purchase, take on lease or otherwise acquire for the purposes of the Company and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purposes of the Company **PROVIDED THAT** the Company shall not acquire, charge, mortgage or dispose of any land without the consent of the Minister in charged with the responsibility for companies;
- (m) To let on lease or on hire the whole or any part of the movable property of the Company on such tenure as the Board shall determine;
- (n) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, and other things found necessary or convenient for the purpose of the Company;
- (o) To sell, dispose of, or transfer any property and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept;
- (p) To accept stock or share, mortgage debentures or other securities of any company in payment or payment for any services rendered or for any sale made to or debt owing from any such company;
- (q) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments;
- (r) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of the Company and to remove and suspend the same;
- (s) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Company and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law;
- (t) To borrow and raise money in such manner as the Company may think fit;
- (u) To carry on activities as a registered corporate training provider with the Human Resource Development Corporation under the Malaysian Ministry of Human Resources, to provide forum of interactions, conduct physical and online training courses, seminars, classes, workshops, dialogues and programmes to impart skills, knowledge and education to promote excellence, best practices and leadership by companies on corporate governance and to provide the support and consultancy services in relation thereto;
- (v) To do all or any of the matters hereby authorised in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company association or person, and by or through trustees or agents;
- (w) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of the Company;

PROVIDED THAT: -

- (i) (Deleted)

- (ii) The Company shall not support with its funds any political organisation or society or endeavor to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Company would make it a Trade Union within the meaning of the Trade Union Ordinance.
- 4. For the purpose of this Memorandum of Association, members mean the members of the Company.
- 5. There shall be a Board of Directors set up for the management of the affairs of the Company (hereinafter known as "the Board").
- 6. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company, **PROVIDED THAT** nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company, in return for any professional services rendered to the Company, nor prevent the payment of interest at the current bank rate on any loan advanced by members of the Company to promote the object thereof or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Company shall be appointed to any salaried office of the Company paid by fees, and that no remuneration or the benefit in money's worth shall be given by the Company to any member of the Board except repayment of out-of-pocket expenses of the Company as aforesaid and a reasonable fee **PROVIDED THAT** such member of the Board has rendered services to the Company.
- 6A. The members of the Board appointed by the Board or Members of the Company may be paid salaries, fees, fixed allowances and other benefits of not more than RM950,000 per year but not excessively given which shall be approved by the members of the Company and Minister charged with the responsibility for companies / Registrar.
- 6B. The terms and conditions which allow salaries, fees, fixed allowances and other benefits to be given and include salaries, fees, fixed allowances and other benefits that relate to prior years but provided for in the audited financial statements of those years, are -
 - (a) The Company must be solvent immediately after the payment is made. The Company is regarded as solvent if it can satisfy the Registrar that it is able to pay its debts as and when the debts become due within twelve months immediately after the payment is made based on the annual audited financial statements of the Company;
 - (b) The members of the Board are satisfied, before entering the agreement, that it is in the interest of the Company for that person to provide those services for that amount; and
 - (c) The maximum amount is reasonable in the circumstances and is set out in the written agreement and should not exceed the amount provided for in the Constitution.
- 6C. Any change to the amount of the salaries, fees, fixed allowances and other benefits are subject to the approval by the members of the Company and the Minister charged with the responsibility for companies / Registrar.
- 7. No addition, alteration or amendment shall be made to or in provisions contained in the Memorandum or Articles of Association for the time being in force unless the same shall have been unanimously approved by all members of the Company.
- 8. The liability of the members is limited.
- 9. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, shall be given but transferred to some

other institution or institutions or organisation having objects similar or cognate to the Company at or before the time of dissolution.

10. Every member of the Company shall undertake to contribute to the assets of the Company in the event of the Company being wound up during the time that he is a member or within one year after he ceased to be a member for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding Ringgit Malaysia Three Hundred (RM300.00).
11. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, shall be opened for the inspection of the members. Once at least in every calendar year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

Registration No.:
200001022382 (524989-M)

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE		
<p>1. LEMBAGA KUMPULAN WANG SIMPANAN PEKERJA Ibu Pejabat KWSP Bangunan KWSP Jalan Raja Laut 50350 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Kumpulan Wang Simpanan Pekerja was duly effected in a manner authorised by Employees Provident Fund Act 1991 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 656 951 801"> <p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p> </td><td data-bbox="963 656 1359 775"> <p>Signed Board Member Ng Beh Tong</p> </td></tr> </table>	<p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p>	<p>Signed Board Member Ng Beh Tong</p>
<p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p>	<p>Signed Board Member Ng Beh Tong</p>		
<p>2. LEMBAGA TABUNG ANGKATAN TENTERA Tingkat 12, Bangunan LTAT Jalan Bukit Bintang 55100 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Tabung Angkatan Tentera was duly effected in a manner authorised by Tabung Angkatan Tentera Act 1973 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 1010 963 1167"> <p>Signed Chairman/Deputy Chairman Or other member authorised By the Lembaga</p> </td><td data-bbox="963 1010 1359 1137"> <p>Signed Chief Executive/ Deputy Chief Executive</p> </td></tr> </table>	<p>Signed Chairman/Deputy Chairman Or other member authorised By the Lembaga</p>	<p>Signed Chief Executive/ Deputy Chief Executive</p>
<p>Signed Chairman/Deputy Chairman Or other member authorised By the Lembaga</p>	<p>Signed Chief Executive/ Deputy Chief Executive</p>		
<p>3. LEMBAGA TABUNG HAJI Lantai 38 Pejabat Tabung Haji 201, Jalan Tun Razak 50400 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Tabung Haji was duly effected under the common seal of Lembaga Tabung Haji as prescribed under Tabung Haji Act 1995 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 1406 995 1552"> <p>Signed Pengurus Besar Kanan (Pelaburan), Lembaga Tabung Haji</p> </td><td data-bbox="963 1406 1359 1552"> <p>Signed Pengurus Besar (Pengurusan Pelaburan) Lembaga Tabung Haji</p> </td></tr> </table>	<p>Signed Pengurus Besar Kanan (Pelaburan), Lembaga Tabung Haji</p>	<p>Signed Pengurus Besar (Pengurusan Pelaburan) Lembaga Tabung Haji</p>
<p>Signed Pengurus Besar Kanan (Pelaburan), Lembaga Tabung Haji</p>	<p>Signed Pengurus Besar (Pengurusan Pelaburan) Lembaga Tabung Haji</p>		
<p>4. PERTUBUHAN KESELAMATAN SOSIAL Tingkat 19, Menara PERKESO 281, Jalan Ampang, 50748 KUALA LUMPUR</p>	<p>The execution of this instrument by Pertubuhan Keselamatan Sosial was duly effected in a manner authorised by Employee's Social Security Act 1969 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <p>Signed Chairman Dato' Kong How Kooi Pengerusi, Lembaga Pertubuhan Keselamatan Sosial</p>		

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NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE		
<p>5. PERMODALAN NASIONAL BERHAD Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 KUALA LUMPUR</p>	<p>The execution of this instrument by Permodalan Nasional Berhad was duly effected in a manner authorised by its constitution under the common seal of the Permodalan Nasional Berhad which said seal was hereunto duly affixed on this 23 August 2000 in the presence of:-</p> <table><tr><td data-bbox="639 548 895 705"><p>Signed Gen (R) Tun Ibrahim Bin Ismail Director</p></td><td data-bbox="895 548 1378 705"><p>Signed Burhanuddin Bin Ahmad Tajudin Director</p></td></tr></table>	<p>Signed Gen (R) Tun Ibrahim Bin Ismail Director</p>	<p>Signed Burhanuddin Bin Ahmad Tajudin Director</p>
<p>Signed Gen (R) Tun Ibrahim Bin Ismail Director</p>	<p>Signed Burhanuddin Bin Ahmad Tajudin Director</p>		

Dated this 23 day of August 2000.

Witness to the above signatures:

Signed
NIK MOHD. ARIFF BIN NIK JAAFAR
(PESURUHJAYA SUMPAH – W301)
Lot TD88, Tingkat Dua,
Kompleks Pasar Moden Gombak,
53000 Kuala Lumpur

THE COMPANIES ACT, 2016

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith:
 - (a) "Act" means the Companies Act, 2016 or any statutory modification or amendment thereof for the time being;
 - (b) "Auditor" means the person or firm appointed as Auditor or Auditors by the Board;
 - (c) "Company" means the company limited by guarantee and not having a share capital and incorporated under the Companies Act, 1965 which is named **BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**;
 - (d) "Extraordinary General Meeting" means a General Meeting of the Members of the Company especially summoned or convened under these Articles.
 - (e) "General Meeting" means a general meeting of the members of the Company whether annual or extraordinary;
 - (f) "Members" means the members of the Company;
 - (g) "Month" means calendar month;
 - (h) "Founder Members" means Lembaga Kumpulan Wang Simpanan Pekerja, Lembaga Tabung Angkatan Tentera, Lembaga Tabung Haji, Pertubuhan Keselamatan Sosial and Permodalan Nasional Berhad;
 - (i) "Seal" means the Common Seal of the Company;
 - (j) "Secretary" means the person who is a holder of a secretary license or a member of a prescribed body appointed to perform the duties of the secretary of the Company; and
 - (k) "The Board" means the board members of the Company hereby set up for the management of the affairs of the Company,

unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Expressions of "in writing" or "written", include, unless the contrary intention appear, references to words printed, lithographed, photographed, typed, represented or reproduced in any mode in visible form, whether in a physical document or in an electronic communication form.

MEMBERS AND MEMBERSHIP

2. The number of the Founder Members with which the Company proposes to be registered is not more than six.
3. The Board may from time to time register an increase or reduction of members **PROVIDED THAT** the members shall not be more than ten.
4. The members of the Company shall be the subscribers to the Memorandum of Association and such other corporate company who are the minority shareholders whose business is relating to commercial or financial or corporate matters who shall be elected or admitted to membership in accordance with these Articles and shall be entered in the Register of Members accordingly and he shall be a member thereof.
5. No person shall be elected or admitted to membership unless he shall first have submitted to the Company an application for membership (accompanied by any prescribed subscription fee). Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribe. Election or admission to membership of any person who makes application to the Company shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof.
6. The admission of new members of the Company shall be agreed unanimously by the Board.
7. The right of membership is not transferable.

ADMISSION OF NEW MEMBERS

8. Any person who is desirous of becoming a member of the Company must sign and deliver to the Secretary an application in such form as may be prescribed by the Board, except the subscribers of the Constitution, for admission accompanied by a one-time subscription fee of Ringgit Malaysia One Thousand (RM1,000.00) or such other sum as determined by the Board. Such sum shall be returned to the applicant in the event of the application being rejected. The admission of membership of the Company shall be at the sole discretion of the Board.

ENTRIES IN THE REGISTER OF MEMBERS

9. The Secretary shall cause to be entered the name and address of each member in the Register of Members upon his election or admission to membership.

SUBSCRIPTION FEE

10. Subject to Article 11, the payment of the one-time subscription fee of Ringgit Malaysia One Thousand (RM1,000.00) by members shall be payable on or before admission of the new member to the Company.
11. The amount of the one-time subscription fee payable by a new member shall be as determined by the Board from time to time.

CESSATION OF MEMBERSHIP

12. A member of the Company shall *ipso facto* (by the fact itself) cease to be a member and his name shall be removed from the Register of Members in any one of the following events: -
- (a) his membership is terminated unanimously by the Board. The Board is not obliged to assign any reason whatsoever for such termination and its decision shall be final and binding;
 - (b) if being a corporate body it is dissolved or wound up or ceases to carry on activity for more than six months; or
 - (c) if he shall be adjudged bankrupt or make any composition or arrangement with his creditors.
13. The decision of the Board to whether any member, has come within the provision of these Articles shall be final and binding on any such member.

EXPULSION

14. All members present and voting at an annual or extraordinary general meeting may by resolution expel any member whose conduct in their opinion renders him unfit to be a member of the Company. Any such person shall as from the passing of such resolution cease to be a member of the Company.

GENERAL MEETINGS

15. The Company shall hold once every year a general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one general meeting and that of the next. Provided that so long as the Company hold its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
16. All general meeting other than annual general meetings shall be called extraordinary general meetings.
17. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisition, as provided by sections 312 and 313 of the Act.

NOTICE OF GENERAL MEETING

18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice. 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, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under these Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.
19. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the report of the members of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and fixing of the remuneration of, the Auditors.
- The Company may convene a General Meeting at more than one (1) venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.
- The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.
21. No business shall be transacted at any general meeting unless quorum of members is present at the time when the meeting proceeds to business; save as hereinafter provided, Chairman and two members present in person shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be quorum.
23. The chairman of the Board shall preside as Chairman at every meeting of the Company or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act, the members of the Company present shall elect one (1) of the members of the Board to be chairman of the meeting. If no member of the Board is present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act, the members present shall choose one of their number to be chairman of the meeting.
24. (Deleted)
25. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -

(a) by the chairman; or

(b) by at least three members present in person or by proxy;.

Unless a poll be so demanded a declaration by the chairman that resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of against such resolution. The demand for a poll may be withdrawn.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

28. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. (Deleted)

VOTES OF MEMBERS

30. Every member shall have one vote.

31. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

32. On a poll votes may be given either personally or by proxy.

33. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under hand of the officer or attorney duly authorised. A proxy need not be a member of the Company **PROVIDED THAT** a member shall not be entitled to appoint a person who is not a member as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies. The instrument appointing a proxy must be deposited at the registered office not less than 48 hours before the time appointed for holding the meeting.

34. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits: -

"BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD"

[I/we] of, being a member of the above named Company, hereby appoint of
Or failing him of, as my [/our] proxy to vote for me [/us] on my [/our] behalf at annual [extraordinary] general meeting of the said Company to be held on the day of 20....., and at any adjournment thereof.

[Signatures]"

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity revocation of aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD

37. The business of the Company shall be managed by a Board. At the first annual general meeting all members of the Board shall retire and the members of the Company shall elect the nominee of the members as members of the Board.
38. The chairman of the Board shall be elected by the members of the Board.
39. The first members of the Board shall be:-
- (a) Dr. Roslan bin A. Ghaffar;
 - (b) Hasni bin Harun; and
 - (c) Ibrahim bin Taib.
40. The maximum number of directors to be appointed on the Board shall be ten (10). At any time and provided the said maximum number of directors has not been appointed, and subject to Article 43 the Founder Members shall be entitled (but not obliged) to appoint up to two (2) directors to the Board.
41. At least one third of the Board shall consist of independent directors.
42. The Members of the Board shall be persons of good character and standing.
43. All proposed Members of the Board must be approved by the Board.
44. The members of the Board may be paid all travelling, hotel and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or the general meetings of the Company and the Company may pay reasonable fees to the member of the Board **PROVIDED THAT** such member of the Board has rendered services to the Company.

BORROWING POWERS

45. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE BOARD

46. The supervision of the business and funds of the Company shall be vested in the Board. In addition to the powers by these Articles expressly conferred to it, the Board may exercise all such acts and things as may be necessary for the proper supervision of the Company.
47. The Board shall have power to apply the funds of the Company in promoting, furthering or protecting the objects of the Company as stated in the Memorandum of Association.
48. The Board shall interpret these Articles and when necessary, determine any point on which these Articles are silent.

49. The Board may admit any person distinguished in commerce or finance or legal or corporate matters as members of the Board.
50. The Board shall issue rules, regulations and bye laws for the management and operating of the Company stipulating the functions and duties of the managing director (if any). They may be amended or altered from time to time in accordance with the requirements of proper conduct and management of the Company.
51. The Board shall have powers to appoint a chief executive officer of the Company for such term, at such remuneration and upon such conditions as they may think fit and the chief executive officer shall be responsible for the running and management of the Company.
52. No rules, regulations and bye laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the company.
53. Annually the Board shall prepare and distribute to the members:
 - (i) an annual report on the activities of the Company;
 - (ii) an audited statement of accounts for the preceding financial year; and
 - (iii) an estimate of income and expenditure for the ensuing financial year.
54. The business of the Company shall be managed by the Board, who may pay all the expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
55. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of person dealing with any such attorney as the Board may think fit.
56. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

MINUTES OF MEETINGS

57. The Board shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointment of officers made by the Board;
 - (b) the names of all the members of the Board present at each meeting of the Board and of any committee of the Board; and
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of any committee of the Board and every member of the Board present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

58. The office of the member of the Board shall be vacated if the member of the Board:-
- (a) without the consent of the Company in general meeting holds any office of profit under the Company;
 - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally;
 - (c) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act;
 - (d) becomes of unsound mind;
 - (e) resign his office by notice in writing to the Company
 - (f) is removed by ordinary resolution of the Company;
 - (g) is absent for more than six (6) months without permission of the Board from meetings of the Board held during that period; or
 - (h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 221 of the Act.
59. The office of a member of the Board shall be vacated if the Company receives a notification from a member of the Company that the member of the Board is no longer an employee or a nominee of such member of the Company.
60. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

ROTATION OF THE MEMBERS OF THE BOARD

61. At the annual general meeting in every year subsequent to that in which the first annual general meeting is held one-third of the Board for the time being, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office.
62. The member of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became member on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
63. A retiring member of the Board shall be eligible for re-election.
64. The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member the Board shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board shall have been put to the meeting and lost.
65. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of Board unless, not less than five not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is

given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

66. The Board may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.
67. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of members of Board shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following annual general meeting, and then shall be eligible for-election, but shall not be taken into account in determining the Board who are to retire by rotation at such meeting.
- 67A. Any Director with the approval of Directors may appoint any person (whether a member of the Company or not) to be an alternate or substitute Director in his place during such period as he thinks fit. Any person while he so holds office as alternate or substitute Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute Director shall not acquire any share qualification, and shall ipso facto vacate office if the appointor vacates office as a Director or removes the appointee from office. Any appointment or removal under this Articles shall be effected by notice in writing under the hand of the Directors making the same.
68. The Company may by ordinary resolution, of which special notice has been given in accordance with section 206 of the Act, remove any member of the Board before the expiration of this period of office notwithstanding anything in these Articles or in any agreement between the Board and such member of the Board.
69. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under Article 64. Without prejudice to the powers of the Board under Article 63 hereof the Company in general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.

PROCEEDINGS OF THE BOARD

70. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board.
- 70A. A meeting of the Board or Board Committee may be held either in physical or hybrid mode:
- (a) by a number of members of the Board or Board Committee members who constitute a quorum, being assembled together at a place, date and time appointed for the Meeting; or
 - (b) by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
71. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be a majority of the members of the Board.

72. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Company, but for no other purpose.
73. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the member of the Board present may choose one of their number to be chairman of the meeting.
74. The Board may from time to time delegate any of their powers to a committee or committees consisting of such members of their body as they think fit and with such powers as the Board may prescribe, provided that such powers not exceeding those vested in or exercisable by the Board under these Articles.
75. The committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
76. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
77. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
78. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Approval of the Board on the resolution can be through email and/or other means of electronic communication. Any such resolution may consist of several documents, including facsimile or other means of communication, in like form, each signed by one or more directors.

SECRETARY

79. The Board shall appoint the secretary for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by the Board. The first secretary shall be Roslina binti Hashim (I/C No: 600601-10-6812) a licensed company secretary (License No: LS 008036).
80. The secretary of the Board shall in consultation with the chairman prepare the agenda for the annual general meeting of the members and the meetings of the Board. He shall convene such meetings, keep true and accurate record of the proceedings of the same and forward such documents, papers and related information as may be required in the discharge of his duties.

SEAL

81. The Board shall forthwith provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and shall provide for the custody of the seal for the time going and it shall not be used except by authority of the Board and subject to Article 83, in

the presence of the chairman or the deputy chairman and the secretary or any other Board member both of whom shall sign every instrument to which the seal of the Company is affixed.

82. Deeds, bonds or other contracts under seal made on behalf of the Company sealed with the common seal of the Company and signed by the chairman or the deputy chairman and countersigned by the secretary or any other Board member shall be deemed to be duly executed.
83. Notwithstanding Article 81, the Board may assign the authority to use the seal to the chief executive officer of the Company for such selected documents or category of documents as the Board may decide such that the chief executive officer may substitute for the chairman or deputy chairman by being present in the use of the seal together with the secretary or any other Board member both of whom shall sign every instrument to which the seal of the Company is affixed or, for such occasions as stipulated in the rules, regulations and bye laws governing the execution of the chief executive officer's functions, duties and powers.

ACCOUNTS AND REPORTS

84. The Board shall cause proper books of account to be kept at the registered office of the Company at such place or places and in the charge of such person as the Board may from time to time direct.
85. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of the members no one shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board.

AUDIT

86. The Auditors shall be appointed at each Annual General Meeting to hold office until the next annual general meeting.
87. Once at least in every year the Auditor shall audit the accounts of the Company and of all funds connected with or controlled by the Company.

NOTICES

88. Every member of the Company shall give to the secretary in writing a registered address and shall from time to time notify the secretary of any change thereof.

Any notice or documents required to be sent shall, unless prohibited by the Act or these Articles be given by the Company or the secretary in writing: -

- (a) in hard copy, either personally or sent by post or by courier service to the last known address provided;
- (b) in electronic form, which shall be transmitted to the electronic address or facsimile number provided;
- (c) partly in hard copy and partly in electronic form.

EXECUTION OF DOCUMENTS **Electronic/ Digital Signature**

- 88A. Subject to applicable laws, any documents, minutes of meetings and resolutions of the Board, committee of the Board and/or Members, notices to be issued by/to the Company, members of the Board, Committee of the Board and/or Members, pursuant to these Articles or as may be required by any applicable laws, may be signed and/or executed by way of an electronic or digital signature, and if so, it shall be taken as valid as if these documents were signed originally in wet-ink.

GENERAL

89. Any question of the interpretation of the Memorandum and Articles of the Company shall be left to the Board where decision on any point shall be final.
90. All matters not specifically provided for in the Memorandum and Articles of the Company shall be decided by the Board whose decision shall be final.

WINDING UP

91. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members but shall be given or transferred to some other Company or companies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 9 of the Memorandum, such Company or companies to be determined by the members at or before the time of dissolution, and in default thereof by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to such charitable object.

ALTERATION OF ARTICLES

92. These Articles may be altered or added to by special resolution passed in the general meeting of the Company.

APPLICABILITY CLAUSE

93. Save as otherwise provided in this Memorandum and Articles of Association, all provisions of the Companies Act 2016 shall apply to this Company.

INDEMNITY

94. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

We, the several persons whose names, addresses are subscribed hereunder being subscribed hereby agree with the foregoing Articles of Association.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE		
<p>1. LEMBAGA KUMPULAN WANG SIMPANAN PEKERJA Ibu Pejabat KWSP Bangunan KWSP Jalan Raja Laut, 50350 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Kumpulan Wang Simpanan Pekerja was duly effected in a manner authorised by Employees Provident Fund Act 1991 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 656 944 801"> <p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p> </td><td data-bbox="957 656 1362 801"> <p>Signed Board Member Ng Beh Tong</p> </td></tr> </table>	<p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p>	<p>Signed Board Member Ng Beh Tong</p>
<p>Signed Chairman Tan Sri Dato' Paduka Sallehuddin bin Mohamed</p>	<p>Signed Board Member Ng Beh Tong</p>		
<p>2. LEMBAGA TABUNG ANGKATAN TENTERA Tingkat 12, Bangunan LTAT Jalan Bukit Bintang, 55100 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Tabung Angkatan Tentera was duly effected in a manner authorised by Tabung Angkatan Tentera Act 1973 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 981 970 1126"> <p>Signed Chairman/ Deputy Chairman or other member authorised by the Lembaga</p> </td><td data-bbox="983 981 1362 1126"> <p>Signed Chief Executive Deputy Chief Executive</p> </td></tr> </table>	<p>Signed Chairman/ Deputy Chairman or other member authorised by the Lembaga</p>	<p>Signed Chief Executive Deputy Chief Executive</p>
<p>Signed Chairman/ Deputy Chairman or other member authorised by the Lembaga</p>	<p>Signed Chief Executive Deputy Chief Executive</p>		
<p>3. LEMBAGA TABUNG HAJI Lantai 38 Pejabat Tabung Haji 201, Jalan Tun Razak 50400 KUALA LUMPUR</p>	<p>The execution of this instrument by Lembaga Tabung Haji was duly effected under the common seal of Lembaga Tabung Haji as prescribed under Tabung Haji Act 1995 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <table> <tr> <td data-bbox="644 1370 944 1516"> <p>Signed Pengurus Besar Kanan (Pelaburan), LEMBAGA TABUNG HAJI</p> </td><td data-bbox="957 1370 1362 1516"> <p>Signed Pengurus Besar, (Pengurus Pelaburan) Lembaga Tabung Haji</p> </td></tr> </table>	<p>Signed Pengurus Besar Kanan (Pelaburan), LEMBAGA TABUNG HAJI</p>	<p>Signed Pengurus Besar, (Pengurus Pelaburan) Lembaga Tabung Haji</p>
<p>Signed Pengurus Besar Kanan (Pelaburan), LEMBAGA TABUNG HAJI</p>	<p>Signed Pengurus Besar, (Pengurus Pelaburan) Lembaga Tabung Haji</p>		
<p>4. PERTUBUHAN KESELAMATAN SOSIAL Tingkat 19, Menara PERKESO 281, Jalan Ampang 50748 KUALA LUMPUR</p>	<p>The execution of this instrument by Pertubuhan Keselamatan Sosial was duly effected in a manner authorised by Employee's Social Security Act 1969 which said seal was hereunto duly affixed on this 23 day of August 2000 in the presence of:-</p> <p>Signed Chairman Dato' Kong How Kooi Pengerusi Lembaga Pertubuhan Keselamatan Sosial</p>		

Registration No.:
200001022382 (524989-M)

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE		
5. PERMODALAN NASIONAL BERHAD Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 KUALA LUMPUR	<p>The execution of this instrument by Permodalan Nasional Berhad was duly effected in a manner authorised by its constitution under the common seal of the Permodalan Nasional Berhad which said seal was hereunto duly affixed on this 23 August 2000 in the presence of:-</p> <table><tr><td data-bbox="647 577 893 725">Signed Gen (R) Tun Ibrahim Bin Ismail Director</td><td data-bbox="992 577 1366 694">Signed Burhanuddin Bin Ahmad Tajudin Director</td></tr></table>	Signed Gen (R) Tun Ibrahim Bin Ismail Director	Signed Burhanuddin Bin Ahmad Tajudin Director
Signed Gen (R) Tun Ibrahim Bin Ismail Director	Signed Burhanuddin Bin Ahmad Tajudin Director		

Dated this 23 day of August 2000.

Witness to the above signatures:

Signed

NIK MOHD. ARIFF BIN NIK JAAFAR
(PESURUHJAYA SUMPAH – W301)
Lot TD88, Tingkat Dua,
Kompleks Pasar Moden Gombak,
53000 Kuala Lumpur

LODGER INFORMATION

Name : RDL CORPORATE SERVICES SDN. BHD.
Company No. : 197501001683 (23467-A)
Address : Level 25, Menara Hong Leong, No. 6 Jalan Damanlela,
Bukit Damansara, 50490 Kuala Lumpur
Phone No. : 603- 2632 9999
Email : rdlcs@rdl.com.my / joannalim@rdl.com.my