

COMPANY NO. (202101014409)(1414709-A)

**THE COMPANIES ACT, 2016
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

GX BANK BERHAD

(formerly known as A5-DB OPERATIONS (M) BERHAD)

(202101014409)(1414709-A)

Incorporated on 19 April 2021



COMPANIES ACT 2016

(ACT 777)

**CERTIFICATE OF INCORPORATION ON CHANGE OF
NAME OF COMPANY**

This is to certify that

**A5-DB OPERATIONS (M) BERHAD
202101014409 (1414709-A)**

which was, on the 19th day of April 2021, incorporated under the Companies Act 2016, as a public company, on the 30th day of August 2023, changed its name to

GX BANK BERHAD

and that the company is a public company, and is a company limited by share.

Dated at **KUALA LUMPUR** this 30th day of August 2023.



DATUK NOR AZIMAH ABDUL AZIZ
REGISTRAR OF COMPANIES
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)



COMPANIES ACT 2016

(ACT 777)

**CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY**

This is to certify that

**A5-DB OPERATIONS (M) BERHAD
202101014409 (1414709-A)**

is, on and from the 19th day of April 2021, incorporated under the Companies Act 2016, and that the company is a company limited by shares and that the company is a public company.

Dated at **KUALA LUMPUR** this 19th day of April 2021.

DATUK NOR AZIMAH ABDUL AZIZ
REGISTRAR OF COMPANIES
MALAYSIA



THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
A5-DB OPERATIONS (M) BERHAD

1. The name of the Company is A5-DB OPERATIONS (M) BERHAD including such names as may be changed from time to time.
2. The registered office of the Company shall at all times situated in Malaysia.
3. Subject to the provisions of the Act and any other written law and this Constitution, the Company has:
 - (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
 - (b) For the purposes of paragraph (a), full rights, powers and privileges.
4. The Company is a public company limited by shares where the liability of its member is limited under Section 192 of the Act.

INTERPRETATION

5. In this constitution -

“constitution” means the constitution of the Company.

“the Act” means the Companies Act 2016 [Act 777].

“the seal” means the Common Seal of the Company.

“secretary” means any person appointed to perform the duties of a secretary of the Company.

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

Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1948 and 1967 [Act 388], and of the Act as in force at the date at which these clauses become binding on the Company.

Unless the context indicates otherwise, words importing the singular include and apply to several persons, parties, or things; words importing the plural include the singular; words importing the masculine gender include the feminine as well; the words person and whoever include

corporations, companies, associations, firms, partnerships, and societies.

PRELIMINARY

6. The Company, each director and each member of the Company shall have the rights, powers, duties and obligations as set out in the Act, except so far for those as specified or contained in this constitution.

SHARE CAPITAL

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the directors and any such share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the directors, subject to any ordinary resolution of the Company, determine. Shares to be under Control of Directors
8. Subject to the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. Preference Shares
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith. Variation of Class Rights
10. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive a certificate upon an application from the member of the Company and affix under the seal of the Company in accordance with the Act but in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. Issue of Share Certificates
11. Subject to any direction to the contrary, all allotment of new shares shall be approved by the Company in a general meeting or by way of members' written resolution and any new allotment and issuance of shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of the members. Pre-emptive Rights to New Shares
12. The Company may exercise the powers of paying commissions conferred by the Act, provided that the amount or the rate 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 10 per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per centum of that price, as the case may be. The said commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares on partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commission

TRANSFER OF SHARES

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| 13. | Subject to this constitution, any member may transfer all or any of his shares by a duly executed and stamped instrument in writing or in any usual or common form or in any other form which the directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof. | Transfer in Writing |
| 14. | The instrument of transfer must be left for registration at the registered office of the Company accompanied by the certificate of the shares to which it relates, if a certificate has been issued and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall, subject to the powers vested in the directors by this constitution, register the transferee as a shareholder and retain the instrument of transfer. | Instrument of Transfer |
| 15. | Subject to the Act, the directors may by way of resolution with reason stated to refuse or delay the registration of any transfer of shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien. | Directors may Refuse Registration of Transfer |
| 16. | The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine not exceeding in the whole thirty days in any year. | Suspension of Times for Transfer of Shares |

CONVERSION OF SHARES INTO STOCK

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| 17. | The Company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination. | Conversation of Shares into Stock and Reconversion |
| 18. | The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose. | Shareholders of Stock may Transfer their Interests |
| 19. | The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such <i>aliquot</i> part of stock which would not if existing in shares have conferred that privilege or advantage. | Participation of Stockholders in Dividends and Profit |
| 20. | All such provisions of these Constitution as are applicable to paid up shares shall apply to stocks and the words "share" and "shareholder" shall include "stock" and "stockholder" respectively. | Provision Applicable to Paid Up Shares Apply to Stock |

ALTERATION OF CAPITAL

21. The Company may from time to time by special resolution:
- (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) subdivide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
 - (c) convert all or any of its paid-up capital into stock and may reconvert that stock into paid-up shares.

CALLS ON SHARES

22. The Board may from time to time make calls upon the members in respect of any money unpaid on the shares of the members in any manner as they deem fit and not by the conditions of allotment of shares thereof made payable at fixed date. A call may be revoked or postponed as the directors may determine.
23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and such resolution may authorise the call to be made by instalments. No member shall be entitled to receive any dividend or to exercise any privilege as member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).
24. A sum which, by the terms of issue of a share, becomes payable on allotment or of any fixed date shall be deemed to be a call duly made and payable on the date on which by the terms of the issue the shares becomes payable and in the case of non-payment, all the relevant provisions of the Act as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
25. If a sum called in respect of a share is not paid before or on the day appointed for payment for the sum, the person from whom the sum is due shall pay interest or compensation on the sum from the day appointed for the payment of the sum to the time of actual payment at such rate not exceeding eight-percent (8%) per annum, as the Board may determine. The Board may waive payment of the interest due wholly or in part.
26. The Board may, if they think fit, receive from any member willing to advance payment all or any part of the money uncalled and unpaid upon any shares held by the member and upon all or any part of the money advanced is received by the Board from the member become payable, the Company may pay interest or return at a rate not exceeding eight-percent (8%) per annum as may be agreed upon between the Board and the member paying the sum in advance, unless the Company in a general meeting otherwise directs. Such capital paid on shares in advance of calls shall not, whilst carrying interest confer a right to

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participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance has become payable, be treated as paid up on the shares in respect of which they have been paid.

27. The Company may:
- (a) make arrangements in the issue of shares for varying the amounts and times of payment of calls as between members;
 - (b) accept from any member the whole or part of the amount remaining unpaid on any shares although no part of that amount has been called up; and
 - (c) 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.
28. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

GENERAL MEETING

29. Annual general meeting of the Company shall be held in every year in addition to any other meeting held during that period, in accordance with the provisions of the Act within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding annual general meeting. General Meeting
- All general meetings other than the annual general meeting shall be called extraordinary general meeting or Meeting of Members.
30. A general meeting shall be convened by the directors or upon the requisition of members holding not less than 10% of the total voting rights of all shares. Power to Convene Meetings of Members
31. A notice of a general meeting shall be sent 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 either in hard copy; in electronic form; or partly in hard copy and partly in electronic form, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Notice of general meeting
32. The accidental omission to give notice of any general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the proceedings at any such general meeting or any resolution passed thereat. Omission to Give Notice
33. A general meeting may be convened at more than one (1) venue using any technology or method that enables the members of the Company to participate and to exercise the member's 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. The Board can decide the main venue of the meeting and make arrangements for simultaneous attendance and participation at other places (whether by electronic means or otherwise) by members, proxies and duly authorised representatives entitled to attend the meeting. Venue

PROCEEDINGS AT GENERAL MEETING

34. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum. In the case of the Company having only one member, one member personally present at a general meeting shall constitute a quorum. For the purposes of this constitution "member" includes a person attending as a proxy or as representing a corporation which is a member. Quorum
35. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine. Adjournment if Quorum Not Present
36. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their members to be chairman of the meeting. Chairman of General Meeting
37. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:- Methods of Voting
- (a) by the chairman;
 - (b) by at least three 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 of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum of the total paid up shares conferring that right.
38. On a vote on a resolution at a meeting on a show of hands, a declaration by the chairman that the resolution has been passed unanimously or with a particular majority or is lost, and an entry to that effect in the minutes of the proceeding shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Declaration by Chairman on a Show of Hands
39. If a poll is duly demanded, it shall be taken either forthwith or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. How a Poll is Taken
40. Subject to any rights or restrictions for the time being attached to any class of shares, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy or by attorney. Rights to Vote

On a show of hands, every person present who is member or a representative of a member shall have one vote and on a poll, every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share he holds.

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| 41. | The instrument appointing a proxy shall be in writing (in the common or usual form or in any other form which the directors may approve) under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. | Instrument
Appointing
Proxy to be in
Writing |
| 42. | The instrument shall be deposited at the registered office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. | Instrument
Appointing
Proxy to be
Deposited |
| 43. | A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney. | Members of
Unsound
Mind |

DIRECTORS : APPOINTMENT, etc

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| 44. | The number of director shall not be less than one and not more than nine. | Number of
Directors |
| 45. | The Company may, from time to time by members' written resolution or by an ordinary resolution passed at a general meeting, increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Increase or
Reduce the
Number of
Director |
| 46. | The directors shall have power at any time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall retire from office within six months from the close of the financial year in which he was appointed, and shall then be eligible for re-election. | Casual
Vacancy or
Additional
Appointment |
| 47. | The fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director shall be approved by the Company in a general meeting or by way of members' written resolution. | Directors'
Fees |
| 48. | The remuneration of the directors shall from time to time be determined by the Company in a general meeting or by way of members' written resolution. That remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the | Directors'
Remuneration |

Company.

POWERS AND DUTIES OF DIRECTORS

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| 49. | The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this constitution, required to be exercised by the Company in general meeting. | General Powers of the Company Vested in the Directors |
| 50. | The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party. | Power of Directors to Borrow and Issue of Debentures |
| 51. | The directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under this constitution) and for such period and subject to such conditions as they may think fit, and any period and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him. | Directors may Appoint Attorneys |
| 52. | All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two directors or in such other manner as the directors from time to time determine. | Execution of Negotiable Instruments & Receipts for Money Paid |
| 53. | The directors shall ensure that minutes of all proceedings at meeting of the directors are kept. The minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting. | Minutes to be Made and When Signed by Chairman to be Conclusive Evidence |

PROCEEDING OF DIRECTORS

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| 54. | The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A director may at any time and the secretary shall on the requisition of a director summon a meeting of the directors. | Meeting of Directors |
| 55. | Subject to this constitution, questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. | Question Arises at Meeting & Equality of Votes |
| 56. | Any director with the approval of the directors may appoint any person (whether a member of the Company or not) to be an alternate or | Appointment of Alternate |

- substitute director in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute director shall be entitled to notice of meetings of the directors and to attend and vote thereat, accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute director shall not require 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 constitution shall be effected by notice in writing under the hand of the director making the same. Director
57. A notice of a meeting of the Directors shall be sent to every director at least *five* days before the meeting either in hard copy; in electronic form; or partly in hard copy and partly in electronic form, and the notice shall include the date, time and place of the meeting and the matters to be discussed. Notice of Directors' Meeting
58. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. In the case of the Company having only one director, one director personally present at a meeting of the Board shall constitute a quorum. Quorum
59. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person act 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. Validity of Acts where Appointment Defective
60. A resolution in writing, signed or assented to by a majority of directors then entitled to receive notice of meeting of the Board, is as valid and effective as if it had been passed at a meeting of the Board duly convened. Resolution in Writing signed by Directors Effective

SECRETARY

61. The secretary shall in accordance with the Act be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. Appointment of Secretary
62. The office of the secretary shall become vacant if the secretary resigns his office by notice in writing to the Company. Resignation of Secretary

SEAL

63. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose. In the case of the Company having only one director, every instrument to which the seal is affixed shall be signed by the director in the presence of a witness who attests the signature. Custody & Affixing of Seal

COMPANY NO. (202101014409)(1414709-A)

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64. The directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers. Official Seal
for Use
Aboard

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