

**PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY
SUMMARY OF MATERIAL AMENDMENTS TO THE EXISTING CONSTITUTION**

Rule No.	Existing Rule in Constitution	Proposed Amendments
6.1	None	“Auditors” means the auditors of the Company from time to time;
6.1	None	“Electronic Address” means any electronic mail address or mobile or contact number used for the purpose of issuing, sending or receiving documents and/or information by electronic means;
6.1	None	“Electronic Form” means the issuing, sending or receiving of documents and/or information (including for the purposes of complying with the Act or the Listing Requirements) via electronic means (which includes, but shall not be limited to CD-ROM, USB Drives, publishing on the Company’s website or by any other electronic mode of communication);
6.2	Reference to "writing" or “written” shall, unless the contrary intention appears, include references to typewriting, printing, lithography, photography, electronic storage or transmission and other modes of representing or reproducing words in a visible form and/or method of recording information or fixing information in a form capable of being preserved.	Reference to "writing" or “written” shall, unless the contrary intention appears, include references to typewriting, printing, lithography, photography, electronic storage or transmission and other modes, whether in hardcopy or in Electronic Form , of representing or reproducing words in a visible form and/or method of recording information or fixing information in a form capable of being preserved.
61.3	Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of intention to move such resolution is given to the Company at least twenty-eight (28) days before the meeting at which it is to be moved. Where practicable, the Company shall give its Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to do so, the Company shall give notice of the resolution to the Members at least fourteen (14) days before the meeting by sending it – (a) personally or by post to the address as appearing in the Record of Depositors; or (b) in electronic form to the electronic address provided by the Member to the Company for such purpose as appearing in the Record of Depositors or by publishing on the Company’s website or via short messaging service or any other electronic platform(s). If the notice of meeting is published on the Company’s website, a notification shall be given in accordance with Rule 61.7.	Where special notice is required of a resolution under the Act, the resolution shall not be effective unless notice of intention to move such resolution is given to the Company at least twenty-eight (28) days before the meeting at which it is to be moved. Where practicable, the Company shall give its Members notice of any such resolution in the same manner and at the same time as it gives notice of the meeting. Where it is not practicable to do so, the Company shall give notice of the resolution to the Members at least fourteen (14) days before the meeting by sending it one or more methods of communication as specified in Rule 167 and by advertising it in one widely circulated newspaper in Malaysia in the national language or one widely circulated newspaper in Malaysia in the English language.
61.5	Notice of a meeting of Members of the Company shall state – (a) the place, day, date and time of the meeting; and (b) the general nature of the business of the meeting.	Notice of a meeting of Members of the Company shall be given in accordance with the methods of communication as specified in Rule 167 and state – (a) the place, day, date and time of the meeting; and

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	<p>The notice of meeting of Members may include the text of any proposed resolution and other information as the Directors deem fit.</p>	<p>(b) the general nature of the business of the meeting-;</p> <p>(c) that a Member shall be entitled to appoint one or more persons as his proxy to exercise all or any of the Member’s rights to attend, participate, speak and vote at a meeting of Members of the Company;</p> <p>(d) that a Member who appoints more than one proxy in relation to a meeting must specify the proportion of the Member’s shareholding to be represented by each proxy; and</p> <p>(e) the place at which the instrument of proxy is to be deposited.</p> <p>The notice of meeting of Members may include the text of any proposed resolution and other information as the Directors deem fit.</p>
61.7	<p>Where notice of a meeting of Members either under the general meeting specified in sub-Rule 61.3 or sub-Rule 61.6 is given by the Company by publishing on the Company’s website or any other electronic platform(s), the Company must notify a Member of the publication of the notice on the website and such notification shall be in writing and be given in hardcopy or electronic form stating –</p> <p>(a) that it concerns a meeting of Members;</p> <p>(b) the place, day, date and time of the meeting; and</p> <p>(c) whether the meeting is an Annual General Meeting.</p> <p>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.</p>	<p>Where notice of a meeting of Members either under the general meeting specified in sub-Rule 61.3 or sub-Rule 61.6 is given by the Company by publishing on the Company’s website or any other electronic platform(s), the Company must notify a Member of the publication of the notice on the website and such notification shall be in writing and be given in hardcopy or Electronic Form stating –</p> <p>(a) that it concerns a meeting of Members;</p> <p>(b) the place, day, date and time of the meeting; and</p> <p>(c) whether the meeting is an Annual General Meeting.</p> <p>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.</p>
62.	<p>Notice of a meeting of Members shall –</p> <p>62.1 be in writing and shall be given to the Members either in hardcopy, or in electronic form, or partly in hardcopy and partly in electronic form;</p> <p>62.2 state prominently –</p> <p>(a) that a Member shall be entitled to appoint one or more persons as his proxy to exercise all or any of the Member’s rights to attend, participate, speak and vote at a meeting of Members of the Company;</p> <p>(b) that a Member who appoints more than one proxy in relation to a meeting must specify the proportion of the Member’s shareholding to be represented by each proxy; and</p> <p>(c) the place at which the instrument of proxy is to be deposited.</p>	<p>Deleted and moved to Clause 61.5</p>

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64.	<p>All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, the reports of the Directors and auditors and any other documents annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and fixing of the remuneration of the auditors and the voting of fees and benefits to the Directors. Any person entitled to be present and vote at a meeting may submit any amendment to any resolution provided that at least five (5) clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed amendment and stating his intention to submit the same.</p>	<p>63. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, the reports of the Directors and auditors and any other documents annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and fixing of the remuneration of the auditors and the voting of fees and benefits payable to the Directors. Any person entitled to be present and vote at a meeting may submit any amendment to any resolution provided that at least five (5) clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed amendment and stating his intention to submit the same.</p>
70.	<p>Subject to any express requirement of the Listing Requirements, 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 –</p> <p>(a) by the chairman; or</p> <p>(b) by at least three (3) Members present in person or by proxy and entitled to vote; or</p> <p>(c) by any Member or Members present in person or by proxy or attorney and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting and being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</p> <p>Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book, 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.</p>	<p>69. Subject to Rule 67 and any express requirement of the Listing Requirements, 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 –</p> <p>(a) by the chairman of the meeting; or</p> <p>(b) by at least three (3) Members present in person or by proxy and entitled to vote; or</p> <p>(c) by any Member or Members present in person or by proxy or attorney and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting and being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.</p> <p>Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book, 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.</p>
73.	<p>A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman directs.</p>	<p>72. A poll demanded on the election of the chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman of the meeting directs.</p>
75.1	<p>On a resolution to be decided on a show of hands, every Member who holds ordinary shares or preference shares who is personally present in person or by proxy shall have one (1) vote, and on a poll every Member who is present in person</p>	<p>74.1 Subject to Rule 78 and to the Securities Regulations, on a resolution to be decided on a show of hands, every Member who holds ordinary shares or preference shares who is personally present in person or by proxy shall</p>

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	or by proxy and entitled to vote shall have one (1) vote on any question at any general meeting for every share held by such Member.	have one (1) vote, and on a poll every Member who is present in person or by proxy and entitled to vote shall have one (1) vote on any question at any general meeting for every share held by such Member.
79.	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 and no Member shall be entitled to be present and vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.	78. A Subject to Rule 64, 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 and no Member shall be entitled to be present and vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. Where a Member holds shares which all calls due to the Company have been paid as well as shares which calls due to the Company have not been paid, such Member shall only be entitled to be present and to vote at any general meeting in respect of such share or shares held which all calls due to the Company have been paid.
87.1	<p>The office of Director shall be vacated if the person holding that office –</p> <ul style="list-style-type: none"> (a) (not being a managing director holding office as such for a fixed term) resigns his office by notice in writing to the Company at its registered office; (b) has retired in accordance with this Constitution but is not re- elected; (c) is removed from office in accordance with the Act or the provisions of this Constitution; (d) becomes disqualified from being a director under Sections 198 or 199 of the Act; (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001; (f) dies; (g) is so removed by Ordinary Resolution at a general meeting. 	<p>86.1 The office of Director shall be vacated if the person holding that office –</p> <ul style="list-style-type: none"> (a) (not being a managing director holding office as such for a fixed term) resigns his office by notice in writing to the Company at its registered office of the Company; (b) has retired in accordance with this Constitution but is not re-elected; (c) is removed from office in accordance with the Act or the provisions of this Constitution; (d) becomes disqualified from being a director under Sections 198 or 199 of the Act; (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001; (f) dies; (g) is so removed by Ordinary Resolution at a general meeting; (h) is absent from more than 50% of the total Board meetings held during a financial year; or (i) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in Paragraph 15.05(1) of Chapter 15 of the Listing Requirements.

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-	None	86.2 For the purposes of sub-Rule 86.1(h), if a Director is appointed after the commencement of a financial year, then only the Board meetings held after his appointment will be taken into account.
88.1	Subject to the Act and the Listing Requirements, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration 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 as a Director vote in respect of any contract, 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.	87.1 Subject to the Act and the Listing Requirements, no Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration 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 as a Director vote in respect of any contract, 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 towards a motion concerning any such contract or arrangement. For the avoidance of doubt, a Director who has an interest (whether directly or indirectly) in any contract, proposed contract or arrangement shall only be counted towards the quorum of such a meeting.
-	None	88. Every Director who holds any office or possesses any property where duties or interests may be created in conflict with his duties or interests as a Director (such as, but not limited to, holding office in a rival or competitor of the Company) shall declare the fact and the nature, character and extent of the conflict at a Board meeting.

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108.	Without prejudice to the provision of Section 206 of the person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director.	Without prejudice to the provision of Section 206 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director.
127.3	Any such resolution may consist of several documents, including facsimile or other means of communication, in similar form and each document shall be signed or assented to by one or more Directors.	Any such resolution may consist of several documents, including Electronic Form , facsimile or other means of communication, in similar form and each document shall be signed or assented to by one or more Directors.
163.	A paper copy or through electronic means (including but not limited to Compact Disc Read-Only Memory (CD-ROM), Digital Versatile Disc Read- Only Memory (DVD-ROM), electronic mail or publication on the website or other electronic platform(s) of the Company) or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media, of the annual report of the Company which shall comprise the profit and loss account, the balance sheet, the Directors' and Auditors' reports (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting shall, at least twenty-one (21) days before the meeting, be delivered or sent by post to every Member and debenture holder of the Company and to the Company's Auditors and to every person who is entitled to receive notices from the Company under the provisions of the Act and this Constitution. The requisite number of copies of each of these documents shall at the same time be forwarded to each stock exchange upon which the Company's shares are listed.	A paper copy or through electronic means (including but not limited to Compact Disc Read Only Memory (CD ROM), Digital Versatile Disc Read Only Memory (DVD ROM), electronic mail or publication on the website or other electronic platform(s) of the Company) or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media, of the annual report of the Company which shall comprise the profit and loss account, the balance sheet, the Directors' and Auditors' reports (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting shall, at least twenty-one (21) days before the meeting, be delivered or sent by post either in hardcopy or in Electronic Form to every Member and debenture holder of the Company and to the Company's A auditors and to every person who is entitled to receive notices from the Company under the provisions of the Act and this Constitution. The requisite number of copies of each of these documents shall at the same time be forwarded to each stock exchange upon which the Company's shares are listed.
-	None	NOTICES AND COMMUNICATION 167. 167.1 Unless otherwise provided under the Act, or the Listing Requirements, notices of meetings of Members and of meetings of the Board and any other communication between the Company and the Members and/or its Directors, including matters relating to resolutions, supply of information or documents or otherwise whether for the purposes of complying with the Act, or required to be sent under the Listing Requirements or otherwise, may be sent - (a) in hardcopy; (b) in Electronic Form; or

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		<p>(c) partly in hardcopy and partly in Electronic Form.</p> <p>167.2 A communication in hardcopy shall be valid if –</p> <ul style="list-style-type: none"> (a) sent to the Company or the Secretary personally or through the post at the registered office of the Company; (b) served on the Member personally, or, by sending it through post to the last known address of that Member as provided to the Central Depository and appearing in the Record of Depositors; (c) served on the Director personally, or, by sending it through post at the last known address of that Director; (d) sent to the Company or Secretary or Member or Director by facsimile; or (e) advertised in the daily press. <p>167.3 A communication in Electronic Form shall be valid if –</p> <ul style="list-style-type: none"> (a) sent to the Company at an Electronic Address provided for that purpose; (b) sent to the Director at the last known Electronic Address provided by that Director; (c) sent to the Member at the last known Electronic Address of that Member; (d) sent to a Member by means of publishing/posting on the Company’s website provided that the Company must separately and immediately notify the Member in writing (via hardcopy and/or Electronic Form) of the publication of the document and/or information on the Company’s website and the designated website link or address where a copy of the document and/or information may be downloaded; or (e) sent to a Member using any other electronic platform maintained by the Company or third parties that can host the information in a secure manner for access by Members provided that the Company must separately and immediately notify the Member in writing of the publication of the document and/or information on such electronic platform and how such document and/or information may be downloaded. <p>167.4 Notwithstanding the modes of communication under sub-Rules 167.1 to 167.3, a Member has the right to request, by written notice to the Company, for a hardcopy of any document and/or information that</p>

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		<p>is required to be sent to the Members under the Listing Requirements. Upon receipt of such request, the Company must forward a hardcopy of the document and/or information to the Member as soon as reasonably practicable, free of charge.</p> <p>167.5 Notwithstanding anything contained in this Constitution, where any document and/or information is required to be sent under the Listing Requirements to Members and such document and/or information is required to be completed by Members for a rights issue or offer for sale, the Company must send these documents and/or information through electronic mail, in hardcopy or in any other manner as the Stock Exchange may prescribe from time to time.</p> <p>167.6 The address and contact details (including Electronic Address) –</p> <ul style="list-style-type: none"> (a) of a Member as provided to the Central Depository and appearing in the Record of Depositors; (b) of a Director appearing in the Register of Directors (or as otherwise provided by the Director for the purposes of communications with him); or (c) provided by the Member or the Director to the Company for purposes of communication with him, <p>shall be deemed as the last known address of the Member or Director for purposes of communication including but not limited to service of notices, documents and/or information to the Member or Director respectively.</p> <p>167.7 (a) Any document or material being communicated by hardcopy shall be deemed to have been served by the Company on a Member on the day the prepaid letter, envelope or wrapper containing such document or material is posted.</p> <ul style="list-style-type: none"> (b) In proving service by post it shall be sufficient to prove that the letter containing the notice or document or material was properly addressed and stamped and put into a government post box or delivered to the postal authority for delivery. (c) In proving service by facsimile it shall be deemed to be effective on production of a transmission report from the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the recipient.

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		<p>(d) Any notice given by newspaper advertisement shall be deemed to have been given on the day on which the newspaper advertisement shall first appear.</p> <p>(e) Notice of general meetings given by the Company shall be deemed served on the Members whose names appear in the Record of Depositors where it first appears in a newspaper advertisement.</p> <p>167.8 (a) Any communication in Electronic Form sent to a Director or Member shall be deemed to be served upon transmission of the same to the Electronic Address of the addressee provided that the Company has record of the communication being delivered and does not receive an automated delivery failure notice after the communication has been transmitted.</p> <p>(b) In the event of a delivery failure in respect of communication to Members in relation to any document required to be sent under the Listing Requirements, the Company shall immediately after receipt of the automated delivery failure notice, communicate to the affected Members through hardcopy as set out under sub-Rule 167.2(b).</p> <p>167.9 Communication by means of publication on a website shall be deemed to be served upon when the material was first made available on the website.</p> <p>167.10 Communication via electronic platform maintained by the Company or third parties shall be deemed to be served on the date the item or material being communicated was first made available to the recipient thereto.</p> <p>167.11 Subject to the Listing Requirements, a Member or Director who has no registered address within Malaysia and has not supplied to the Company an address within Malaysia for purposes of communication with him shall not be entitled to receive any notice or documents or communication in hardcopy through post from the Company UNLESS the Member or Director notifies the Company of an address within Malaysia in which such notice, documents or communication could be sent immediately before such notice, documents or communication are purported to be sent.</p> <p>168</p> <p>168.1 Any notice or document required to be sent to Members delivered or sent by post to or left at the last known address of any Member or advertised in</p>

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		<p>accordance with Rule 167 shall, notwithstanding such Member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any 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.</p> <p>168.2 Every person who, by operation of law, transfer, transmission or by other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and/or address being entered in the Register of Members or the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.</p> <p>169</p> <p>169.1 Notice of every meeting of Members shall be given in any manner hereinbefore specified to –</p> <p>(a) every Member;</p> <p>(b) every person entitled to a share in consequence of the death or bankruptcy or in case of a corporation, upon liquidation, of a Member who, but for his death or bankruptcy or liquidation, would be entitled to receive notice of the meeting;</p> <p>(c) the auditors;</p> <p>(d) every Director; and</p> <p>(e) the Stock Exchange.</p> <p>169.2 Any notice on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.</p> <p>170. Subject to the Act and the Listing Requirements, any notice, document and/or information required by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them, and not expressly provided for by this Constitution or which cannot for any reason be served in the manner referred to in this Constitution shall be sufficiently given if given by advertisement, and any notice, document and/or information required to be or which may be given by advertisement, shall be deemed to be duly served once advertised in a widely circulated newspaper in</p>

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		Malaysia in the national language and the English language.
175.	The provisions of this Rule shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under Section 213 of the Act.	179. The provisions of this Rule Rules 176 – 178 shall not apply to any civil or criminal liability in respect of a breach by a Director of his duties under Section 213 of the Act.