

THE COMPANIES ACT, 1965

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COMPANY LIMITED BY SHARES

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**MEMORANDUM**

**AND**

**NEW ARTICLES OF ASSOCIATION**

(As adopted by Special Resolution passed on 28 December 1984 and further amended by Special Resolutions passed on 11 October 1995, 28 June 2000, 25 June 2001, 19 June 2008, 15 June 2009, 8 June 2010 and 11 June 2013)

**OF**

**GENTING PLANTATIONS BERHAD**

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Incorporated on the 29th day of September, 1977.

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SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

BORANG 13  
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

34993	X
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**PERAKUAN PEMERBADANAN ATAS PERTUKARAN  
NAMA SYARIKAT**

Dengan ini diperakui bahawa

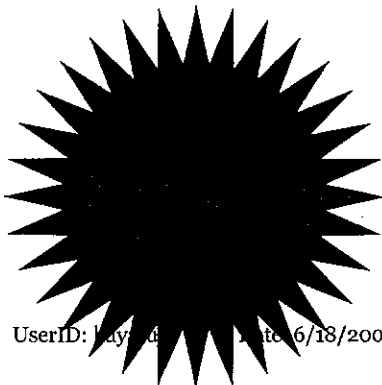
**ASIATIC DEVELOPMENT BERHAD**

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 29 haribulan September 1977, sebagai sebuah syarikat awam, pada 18 haribulan Jun 2009 telah menukar namanya kepada

**GENTING PLANTATIONS BERHAD**

dan bahawa syarikat ini adalah sebuah syarikat awam dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 18 haribulan Jun 2009.



**AZAHARI BIN AB RAHMAN**  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA

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BORANG 9

AKTA SYARIKAT, 1965

[Seksyen 16 (4)]

No. Syarikat

3503/77

..(Tempatan 34993)

PERAKUAN PERBADANAN SYARIKAT SENDIRIAN

Ini adalah memperakui bahawa..... ASIATIC DEVELOPMENT SDN. BHD.....  
adalah diperbadankan di bawah Akta Syarikat, 1965, pada dan mulai  
dari..... 29.....haribulan..... September.....19.....77, dan bahawa  
syarikat ini ialah\* ..sebuah syarikat berhad menurut syer..dan bahawa  
syarikat ini ialah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meteri saya, di... Kuala Lumpur.....

pada.....29.....haribulan..... September....., 19.....77.

Salinan yang diakui sah

(RAJA HABIBAH RAJA SAIDIN)

Pen. Pendaftar Syarikat,

Malaysia.

29.3.1982

t.t.

(Zulkifli bin Mahmood)

Pendaftar Syarikat,  
Malaysia

\* Masukkan samada syarikat itu--

- (a) sebuah syarikat berhad menurut syer;
- (b) sebuah syarikat berhad menurut syer dan jaminan.

[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahu Undangan No. 12 tahun 1964; PN 3630/5-xiii, R. of C. 31/67/39.]

FORM 20  
COMPANIES ACT, 1965

[Section 26 (3)]

No. of company  
3503/77  
..(Tempatan 34993).....

**CERTIFICATE OF INCORPORATION ON CONVERSION TO A  
PUBLIC COMPANY**

This is to certify that...ASIATIC DEVELOPMENT SDN. BHD.....

....., which

was on the...29th...day of.....September....., 19.77., incorporated

under the Companies Act, 1965, as a company limited by shares, did on

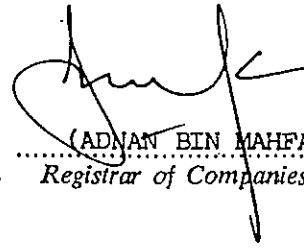
the....6th...day of.....May....., 19.82., convert to a public

company, and that the name of the company now is.....

ASIATIC DEVELOPMENT BERHAD  
.....

Given under my hand and seal, at...Kuala Lumpur.....

this...6th...day of.....May....., 1982.....



(ADNAN BIN MAHFAR)

Asst. Registrar of Companies, Malaysia }

THE COMPANY ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**GENTING PLANTATIONS BERHAD**

- I. The name of the Company is "GENTING PLANTATIONS BERHAD".
- II. The registered office of the Company will be situated in Malaysia.
- III. The objects for which the Company is established are:

To carry on business of any metallurgical operations.

- (1) To buy, sell, lease or otherwise acquire the rights of any mines, mining ground, grants, concessions properties and works and to raise, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, separate and prepare for market ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations.

To carry on business of production and making of minerals and metals.

- (2) To prospect for, search for, open, work, explore, develop and maintain tin, scheelite, wolfram, silver, gold, copper, precious stones, coal, iron and all other minerals and to carry on and conduct the business of dredging for tin and other ores and any business relating to the winning and working of minerals, the production and working of metals and the production, manufacture and preparation of any materials which may be usefully or conveniently combined with the business of the Company.

Generally to acquire, sell, lease, develop or turn to account property etc.

- (3) To acquire by purchase, lease or otherwise and build, construct or erect thereon any building for the purpose of investment, lease, hire, or resale and to traffic in lands, houses, buildings, plantations, and immovable property for any tenure or any interest therein and movable property of any description.

To acquire and traffic in movable and immovable properties.

- (4) To acquire by purchase, lease, exchange, hire or otherwise for any whatsoever purpose including investment or resale and to deal in and traffic with all whatsoever property whether movable or immovable and any chose in action or any interest in the same and to charge, mortgage, surrender or otherwise deal with property of every description, whether immovable or movable real or personal and whether for valuable consideration or otherwise, and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debenture stock or securities of the Company.

To act as nominees, trustees etc.

- (5) To act as nominees, trustees, managers, receivers, stewards, or agents in any capacity, and undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise, and to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise, and for any person, firm, company or authority whatsoever.

To carry on the business of a holding or management company.

- (6) To hold shares or invest in, and to acquire, lease, promote and to manage, conduct or undertake the business or management or otherwise howsoever direct the operations of any business, company, corporations, firms or any other whatsoever enterprise, undertakings or venture, and generally to undertake any of the business of a holding or management company.

To purchase brick leases licences.

- (7) To purchase or otherwise acquire brick leases, licences, lands, rights and trade marks and to dispose of same from time to time by way of sale, lease, or otherwise.

- |  |      |   |
|--|------|---|
| To purchase or acquire quarrying leases, licences.                 | (8)  | To purchase or otherwise acquire quarrying leases, licences and lands, obtain rights and trade marks and to dispose of the same from time to time by way of sale, lease or otherwise.   |
| To carry on the business of transportation.                        | (9)  | To carry on all or any of the business of merchants, managers of freight contractors, carriers by land, and air, ware-housemen, wharfingers, barge owners lightermen and for these purposes to apply for all licences, permits and permissions as may be necessary or advisable.  |
| To carry on business as forest licences etc.                       | (10) | To carry on business as forest licencees and exploiters, lumberjacks, timber growers and merchants in all their branches, and to grow, fell, collect, deal in logs, wood and all other similar produce in all kinds and description, and to apply for, take on lease or licence, buy or otherwise acquire, hold and work, forest rights and timber estates, and to clear, plant, and work such rights and estates, and to do all such acts and things as are necessary or in connection therewith.  |
| To carry on the business as buyers, sellers, importers, exporters. | (11) | To carry on the business as buyers, sellers, importers, exporters, manufacturers, producers, dealers, buying or selling and otherwise deal in all kinds of goods, merchandise, commodities, plants and machinery and articles of consumption of all kinds which may seem to the Company directly or indirectly conducive to its interests.  |
| To carry on the business of mining.                                | (12) | To carry on the business of mining in all its branches and in particular to search for, explore, prospect, work, win, quarry, dredge, raise, convert, crush, smelt, calcine, assay, refine, dress, manipulate, amalgamate, prepare for market, and render marketable any auriferous bearing material, tin, tin-quartz, tin-ore, gold, gold dust, wolfram, scheelite, iron-ore, silver, copper, and other ore and metal and mineral substance of all kinds, and to carry on any other metallurgical or other operations and to equip despatch and pay for expeditions for prospecting, exploring surveying and reporting on any land in Malaysia and in any part of the world. |
| To purchase, take or lease of any mines, mining right.             | (13) | To purchase, take or lease, sub-lease or otherwise acquire any mines, mining rights and metalliferous land and any immovable or landed property in Malaysia or elsewhere and any interest therein.  |
| To carry on business as financiers.                                | (14) | To undertake and transact any of the business of merchants, financiers, brokers, underwriters, and commission agents which may seem conducive to any of the objects of the Company.   |
| To deal in shares and securities.                                  | (15) | To act as nominees for beneficial owners of shares and other securities and to invest or deal in the sale and purchase of any stocks, shares, bonds, debentures, debenture stock and securities of any stock, shares, bonds, debentures, debenture stock and securities of any government, states, company, corporation, municipal or local, or other body or authority.  |
| To carry on the business of developer.                             | (16) | To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, decorating, maintaining, furnishing, fitting up, improving, altering, pulling down and re-erecting or reconstructing buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.   |
| Manufactures of bricks, fire-bricks.                               | (17) | To carry on the business of manufacturing, buying, selling, preparing, manipulating, importing, exporting and dealing in bricks and fire-bricks of every description.   |
| Dealers in playing, visiting cards.                                | (18) | To carry on business as dealers in playing, visiting, railway, festive, complimentary and fancy cards and valentines.   |
| Agents for payment of stamp and other duties.                      | (19) | To carry on business as dealers in parchment, stamps, agents for payment of stamp and other duties.   |
| To carry on the business of cabinet makers.                        | (20) | To carry on business as cabinetmakers, and dealers in or manufacturers of any other things or articles of a character similar or analogous to the foregoing, or any of them, or connected therewith.  |

- Manufacturers and dealers in paper and articles made from paper. (21) To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp, and material used in the manufacture or treatment of paper, including cardboard, railway and other tickets, mill boards, and wall and ceiling papers.
- To carry on the business of advertising agents. (22) To carry on the business of advertising agents, advertisement contractors, and designers of advertisements in all their branches.
- To carry on the business of costumiers, robe, etc. (23) To carry on the business of costumiers, robe, dress and mantle makers tailors, silk mercers, and suppliers of clothing, lingerie and trimmings of every kind, corset makers, furriers, general drapers, haberdstlares, milliners, hosiers, gloves, lace makers, and dealers, feather dressers, and merchants, hatters boot and shoemakers, dealers in fabrics and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural).
- Manufacturers and dealers in cotton, silk, woollen. (24) To carry on the business of manufacturers of and dealers in cotton, silk, woollen, linen, hemp, jute and other yarns, and all kinds of fabrics manufactured from such yarns, and all kinds of imitation leathers and rubbers, and also waterproof goods and articles manufactured therefrom, dress preservers, dress linings, boots linings, trunk linings, umbrellas, parasols, flags, tents, picture frames, and surgical appliances, floor cloths, table cloths and American cloths.
- Electricians. (25) To carry on the business of electricians and manufacturers, workers and dealers in electricity, motive power and light, and any business in which the application of electricity or any like power, or power that can be used as a substitute therefor, is or may be useful, convenient or ornamental, or any other business of a like nature.
- To carry on the business of iron founders and manufactures of agricultural implements etc. (26) To carry on the business of iron founders, and manufacturers of agricultural implements and other machinery, toolmakers, brass- founders, metal-workers, boiler-makers, mill-wrights, machinists, iron and to sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling-stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
- To carry on business as forwarding, stevedoring agents. (27) To carry on the business as forwarding agents and stevedoring agents, towers, towing agents, insurance brokers and ice merchants and refrigerating storekeepers.
- To carry on business as hire purchase financiers, concessionaires. (28) To carry on business as hire purchase financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial commercial trading and other operations and to carry on (save as Bankers) any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable, any of the Company's property or rights.
- Proprietors of motor and other vehicles. (29) To carry on business as proprietors of motor and other vehicles, garage proprietors, livery stable keepers, jobmasters, farmers, dairymen.
- Importers and brokers of food, live and dead stock. (30) To carry on the business of importers and brokers of food, live and dead stock, and local and foreign produce of all descriptions.
- To carry on business as hairdressers perfumers. (31) To carry on business as hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment, and instructions of all kinds.
- Agent for railway, and airplane companies. (32) To carry on the business as agents for railway, and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs, and general agents.
- Manufacturers of solid state products. (33) To carry on all or any of the business of manufacturers, assemblers, installers, testers, repairers of, importers and exporters of and dealers in electronic and electrical products, articles, elements and equipment units, including among others solid state products such as integrated circuits, transistors solid state

		chips rectifiers rectifier assemblies thyristors packaged circuit functions and liquid crystal products, and components and parts especially designed or adapted for use with any such products, as well as the rendering of all services in connection with any and all of the abovementioned described items.
Importer and exporter of solid state products.	(34)	To manufacture, buy, sell, hire, store, import, export, provide and otherwise deal in goods of every kind including electronic and electrical equipment and apparatus and other plant, machinery, articles commodities, materials and things of every description.
To carry out researches, investigations.	(35)	To carry out researches, investigations and experimental work of every description in relation to electronics and the application and use of electricity.
To undertake secretarial and agency business.	(36)	To undertake and transact all kinds of secretarial and agency business and also to execute any trust the undertaking whereof may seem desirable.
To carry on the business of furniture removers and manufacturers.	(37)	To carry on the business of furniture removers and manufacturers, importers and wholesale and retail dealers of and in, buying, selling and agents for furniture, household fittings and utensils.
To buy, sell, sell on hire purchase, system or instalments.	(38)	To buy, sell, sell on hire purchase system or instalments payments schemes, repair, renovate, alter and exchange, let on hire, import, export and deal in all kinds of furniture, fittings, utensils, articles and things which may be required for the purposes of any of the business of the Company.
To carry on business of manufacturers or through other parties or jointly with others.	(39)	To manufacture either by the Company or through other parties or jointly with others, buckets, pails, paints, ridgings, sieves, cup hangers, spouts, cans, containers, lamps, pipes, utensils, appliances, apparatus and other such articles as the Company is capable of making, whether galvanised, tinned, aluminium or of other metals or of wood, and to acquire by purchase, lease or otherwise land, buildings machinery, plants, implements and materials as are deemed necessary for their manufacture.
To transact all kinds of trust business.	(40)	To undertake the office of trustee, receiver whether official or otherwise, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer and any other offices or situations of trust or confidence and to perform and to discharge the duties and functions incident thereto and generally to transact all kinds of trust business either gratuitously or otherwise.
Generally to buy sell, develop, or turn to account property etc.	(41)	Generally to apply for, purchase or otherwise acquire (whether subject to any encumbrance or existing or contingent liability or not), sell, improve, lease, exchange, part with, transfer, deliver, charge, mortgage, turn to account or otherwise howsoever dispose of or deal with any lands, buildings, estates, mines, plantations, forest timber and trading rights, manufacturers, mills, tools, goods, engine, plant and machinery, merchandise and movable immovable property of any kind and wheresoever situate including concessions, easements, or rights of any kind, leases, claims, licences, options, or authorities, of and over mines, lands, buildings, minerals properties, mining, forest, water and other rights and metalliferous land in any part of the world and either solely or jointly with others and as regards lands, to develop the resources thereof by clearing, draining, road-making, farming, grazing, planting, building or improving selling and constructing public works and conveniences.
To receive on deposit title deeds and other securities.	(42)	To receive on deposit, title deeds and other securities.
To negotiate for loans.	(43)	To negotiate loans of every description and to lend money and acquire securities and other property.
To invest on stock, shares, bonds, mortgages.	(44)	To invest on the security of and make advances on all descriptions of freehold, leasehold or other properties, and all descriptions of produce or merchandise, and mortgages, debentures and obligations and generally to lend and advance money to such person and upon such terms and subject to such conditions as may seem expedient.



To purchase, acquire, issue, re-issue, shares, stocks, bonds, etc.	(45)	To purchase or otherwise acquire, issue, re-issue, shares, stocks, bonds, debentures and securities of all kinds, and to give any guarantee or security for the payment of dividends or interest thereon or otherwise in relation thereto.
To purchase own shares.	(45A)	To purchase its own shares in the manner and to the extent permitted by and subject to the provisions of the Companies Act, 1965 and requirements of the Kuala Lumpur Exchange and any applicable laws, rules, regulations and guidelines for the time being in force, including any modifications, amendments and re-enactments in relation thereto, and to do all acts, document and things and/or other matters ancillary thereto and/or arising therefrom or in furtherance thereof.
To procure the capital for any company.	(46)	To procure the capital for any company in any country formed for the purpose of carrying into effect and having objects connected with land such as companies formed for the purposes of agriculture, land credit, and other interests in real estate and to procure the issue thereof and to subscribe for, purchase, dispose of shares, bonds and securities of such companies or any other securities on real estate.
To appoint agents, etc.	(47)	To appoint from time to time either with full or restricted powers of subdelegation and either with or without remuneration agents, attorneys, local or managing directors or other persons or corporations under power of attorney or otherwise within or outside Malaysia for the purpose of carrying out and completing all or any of the objects of the Company as mentioned in this Memorandum of Association and of arranging, conducting or managing the business or businesses of the Company or any matter or concern whatsoever in which the Company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have, and to delegate such powers of appointment to any person, company or corporation, and from time to time revoke and cancel all or any appointments or delegations and to remove any person or corporation appointed thereunder.
To accept stock and shares for services rendered.	(48)	To accept stock or shares in, or the debentures, mortgage, debentures or other securities of any other company in payment for any services rendered or for any sale made to or debts owing from any such company and to pay for any property acquired by the Company in shares of the Company.
To employ brokers, etc.	(49)	Upon any issue of shares, debentures or other securities of the Company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the granting of options to take the same or in any manner allowed by law.
To distribute property amongst members.	(50)	To distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or other securities of any other Company formed to takeover the whole or any part of the assets or liabilities of this Company.
To obtain all powers and authorities to carry out any objects.	(51)	To obtain all power and authorities necessary to carry out or extend any of the above objects.
To acquire office premises.	(52)	To acquire whether by purchase lease exchange or otherwise howsoever office premises and accommodation for the purpose of leasing the same or making the same available to any person firm or company.
To acquire office furniture equipment.	(53)	To acquire whether by purchase hire exchange or otherwise howsoever office furniture and equipment of all kinds for the purpose of hiring the same or otherwise making the same available for use by any person firm or company.
To engage, hire professional clerical manual etc.	(54)	To engage and hire professional clerical manual and other staff and workers and to enter into agreements with such staff and workers with a view to allocating their services, to any person firm or company requiring the same.
To provide any service needed by other person firm or company.	(55)	To provide or procure the provision by others of every and any service need want or requirement of any business nature required by any person firm or company in or in connection with any business carried on by them.
To provide for the welfare of the Directors, officers,	(56)	To provide for the welfare of the Directors, officers, employees and ex-Directors, ex-officers and ex-employees of the Company and the wives,

employees, ex-Directors, ex-officers, ex-employees of the Company.

widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwelling or by grants of money, pensions, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident funds or trusts, and by providing, or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or continue or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, political, or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

To promote freedom of contract.

(57) To promote freedom of contract, and to resist, insure against, counter-act, and discourage interference therewith, and to subscribe to any association or funds for any such purposes.

To uphold credit of the Company.

(58) To take or concur in taking all such steps and proceedings as may seem best calculated and to uphold and support the credit of the Company and to obtain and justify public confidence, and to advert or minimise financial disturbances which might affect the Company.

Provided always that nothing in this Memorandum contained shall empower the Company to carry on the business of Banking or of Life Assurance or to reinsure any risks under any class of assurance business to which any Ordinance or Act relating thereto applies.

And it is hereby declared that the word "Company" in this clause when not applied to this Company shall be deemed to include any partnership or other body of persons political mercantile or otherwise, whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere in any part of the world and whether existing or hereafter to be formed.

IV. The liability of the members of the Company is limited.

V. The capital of the Company is RM500,000,000 divided into 1,000,000,000 ordinary shares of 50 Malaysian sen each.

We, the several person whose names and addresses are subscribed, and desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and address	Description	No. of shares
Tan Sri Haji Mohd. Noah bin Omar 51-C Lorong Tanjong 5/41 Petaling Jaya	COMPANY DIRECTOR	One (1)
Datuk Lim Goh Tong 7, Jalan Permai Off Jalan Robson Kuala Lumpur	COMPANY DIRECTOR	One (1)
Mr Lim Kok Thay 7, Jalan Permai Off Jalan Robson Kuala Lumpur	COMPANY DIRECTOR	One (1)
Mr Lim Chee Wah 7, Jalan Permai Off Jalan Robson Kuala Lumpur	COMPANY DIRECTOR	One (1)

Dated this 1st day of September 1977.

Witness to the above signatures:

CH'NG POOI HONG  
9908, Taman Yarl,  
Off Klang Road,  
Kuala Lumpur.

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COMPANY LIMITED BY SHARES

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NEW ARTICLES OF ASSOCIATION

OF

**GENTING PLANTATIONS BERHAD**

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(As adopted by Special Resolution passed on 28 December 1984 and further amended by Special Resolutions passed on 11 October 1995, 28 June 2000, 25 June 2001, 19 June 2008, 15 June 2009, 8 June 2010 and 11 June 2013)

**PRELIMINARY**

Table "A" not to apply.

1. The regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company, but the following shall subject to repeal, addition and alteration as provided by the Act or these Articles be the regulations of the Company.

Interpretation.

2. In these Articles, if not inconsistent with the subject or context the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereto.

**WORDS**

**MEANINGS**

“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.
“ Depository”	Bursa Malaysia Depository Sdn Bhd.
“Deposited Security”	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act..
“Depositor”	A holder of a Securities Account established by the Depository.
“Director”	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
“Directors”	The Directors for the time being of the Company or such number of them as having authority to act for the Company.
“Dividend”	Includes bonus.
“Exempt Authorised Nominee”	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
“Market Day”	Any day between Mondays and Fridays (both days inclusive) which is not a market holiday of the Exchange upon which the Company is listed or a Public Holiday.
“Members”	Any person/persons for the time being holding shares in the Company and whose name(s) appear in the Register of Members (except Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors who shall be treated as if they were members pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.

“Month”	Calendar month.
“Non-Deposited Security”	A security of the Company which is not a Deposited Security.
“Office”	The Registered Office of the Company for the time being.
“Paid Up”	Includes credited as paid up.
“Record of Depositors”	A record provided by Depository to the Company under Chapter 24.0 of the Rules.
“Rules”	Shall have the meaning given in Section 2 of the Central Depositories Act.
“Seal”	The Common Seal of the Company, or in appropriate cases the Official Seal or duplicate Common Seal.
“Secretary”	The Secretary or Secretaries appointed under these Articles and shall include any person entitled to perform the duties of Secretary temporarily.
"Securities"	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to “securities” in the Capital Markets and Services Act 2007.
“Securities Account”	An account established by the Depository for the recording of deposit of securities and for dealing in such securities by the Depositor.
“Share Issuance Scheme”	A scheme involving a new issuance of shares to the employees.
“Exchange”	Bursa Malaysia Securities Berhad.
“The Act”	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
“These Articles”	These Articles of Association or other regulations of the Company for the time being in force.
“The Company”	The abovenamed Company by whatever name from time to time called.
“Writing” and “Written”	Includes printing, lithography, typewriting and any other mode of representing or reproducing words in a visible form.
“Year”	Calendar Year.

Words denoting the singular number only shall include the plural and also vice versa.

Words denoting the masculine gender only shall include the feminine gender also.

Words denoting persons shall include corporations.

Save as aforesaid, any words or expressions used in the Act, shall if not inconsistent with the subject or context, bear the same meaning in these Articles.

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

## BUSINESS

Any branch of business either expressly or by implication authorised may be undertaken by Directors.

3. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these Articles is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

## PUBLIC COMPANY

Public Company.

4. The Company is a Public Company.

## SHARES AND VARIATIONS OF RIGHTS

Authorised Share Capital.

5. The authorised capital of the Company as at the date of adoption of these Articles is RM500,000,000/- divided into 1,000,000,000 ordinary shares of 50 Malaysian sen each.

Prohibition of dealing in its own shares.

6. Save to the extent provided by the Act and these Articles none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares.

Issue of shares.

7. Subject always to the provisions of Section 132D of the Act, these Articles and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and for such considerations and at such time and subject or not to the payment of any part of the amount thereof in cash and with full power to give to any person the call of any shares either at par or at a premium as the Directors may determine and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:

- (a) no Director shall participate in a Share Issuance Scheme for employees unless the shareholders in General Meeting have approved of the specific allotments to be made to such Director;
- (b) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the shareholders in a General Meeting;
- (c) no shares shall be issued at a discount, except in accordance with the Act; and
- (d) any issue of shares to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 48(1) with such adaptations as are necessary shall apply.

7A. Notwithstanding the provisions of Article 7, allotment of shares may be made to any person under a Share Issuance Scheme for employees which has been approved by the Company in general meeting.

Rights attached to certain shares.

8. The rights attached to shares of a class other than ordinary shares or issued upon special conditions shall be expressed and clearly defined in the Memorandum or these Articles. In the event of preference shares being issued the Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Preference shareholders will be deemed to have the same rights as ordinary shareholders as regards the receiving of notices, reports and audited accounts and the attending of General Meetings of the Company and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital of the Company or on a proposal to wind up the Company or during the winding up of the Company or on a proposal for the disposal of the whole of the Company's property, business and undertaking or where the proposal to be submitted to the meeting affects the rights and privileges attached to the preference shares or when the dividend or part of the dividend on the preference shares is more than six months in arrears.

Variation of rights.	<p>9. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of these Articles relating to General Meeting shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the Meeting, consent in writing, if obtained from the holders of three-fourths of the shares of the class concerned within two months of the Meeting, shall be as valid and effectual as a Special Resolution carried at the Meeting.</p>
Creation or issue of further shares with special rights.	<p>10. 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 or by these Articles as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.</p>
Power to pay commission and brokerage.	<p>11. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.</p>
Power to charge interest on capital.	<p>12. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act pay interest on so much of the share capital as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.</p>
Exclusion of Equities.	<p>13. Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.</p>
Joint holders.	<p>14.(1) In the case of Non-Deposited Securities, the Company shall not be bound to register more than three persons as the holder of any such securities except in the case of executors or administrators of the estate of a deceased Member.</p> <p>(2) If two or more persons are registered as joint holders of any Non-Deposited Security any one of such persons may give effectual receipts for any dividend payable in respect of such Non-Deposited Security and the joint holders of a Non-Deposited Security shall, subject to the provisions of the Act, be severally as well as jointly liable for the payment of all instalments and calls and interest due in respect of such Non-Deposited Securities. Such joint holders shall be deemed to be one Member and only the person whose name stands first in the Register of Members as one of the joint holders of such Non-Deposited Security shall be entitled to receive the certificate relating to such Non-Deposited Security or to receive notices from the Company and delivery of such certificate or such notices to such person shall be sufficient delivery to all such holders.</p>
Fractional part of a share.	<p>15. No person shall be recognised by the Company as having title to a fractional part of a share or otherwise than as the sole or a joint holder of the entirety of such share.</p>
Payment of instalments.	<p>16. If by the conditions of allotment of any shares the whole or any part of the amount of the issued price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.</p>

16A. With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules and the rules and requirements of the Exchange:

- (a) where any new securities designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options or otherwise), the Company shall notify the Depository of the name of the allottees or entitled persons and all such other information as may be required by the Depository (whether under the Rules, by virtue of the Central Depositories Act or otherwise) to enable the Depository to make the appropriate entries in the Securities Accounts of the relevant allottees or entitled person and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Depository or its nominee in respect of such securities, to the Depository;
- (b) the Company shall make application for quotation of such securities and allot all such securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed and in accordance with the provisions of the Rules, the Central Depositories Act and the rules and regulation of the Exchange; and
- (c) no share certificate or scrip will be issued to all such allottees or entitled persons.

### CERTIFICATES

Share Certificates.

17. The certificate of title to Non-Deposited Securities in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signatures of at least two Directors or one Director and countersigned by the Secretary or some other person appointed by the Directors, and shall specify the number of and class of Non-Deposited Securities to which it relates and the amounts paid thereon. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company.

Entitlement to Certificate.

18. Subject to the provisions of the Act, in relation to Non-Deposited Securities, every person whose name is registered as a member in the Register shall be entitled without payment to receive such number of certificates in respect of his holdings as the Company may prescribe provided that in the case of joint-holders the Company shall not be bound to issue more than one certificate for the same security and delivery of such certificate to any of them shall be sufficient delivery to all. If any member shall require more certificates than that which are allocated to him by the Company in respect of the securities allotted to him, he shall pay such sum per certificate for every additional certificate as may from time to time be stipulated by the Company. Every member shall be entitled to receive after lodgement of transfer of Non-Deposited Securities, certificates in reasonable denominations in respect of his holding upon payment of a charge per certificate as may from time to time be stipulated by the Company. Where a member transfers part only of the Non Deposited Securities comprised in a certificate, the old certificate shall be cancelled and a new certificate for the balance of such Non-Deposited Securities issued in lieu with a charge for the sum as may from time to time be stipulated by the Company.

New Certificate may be issued.

19. Subject to the provisions of the Act, in relation to Non-Deposited Securities, if any certificate shall be defaced or worn out, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the member, transferee, person entitled, purchaser, and/or such other persons as the Directors shall require, and on delivery of the old certificate and on payment of such sum as may from time to time be stipulated by the Company.

Issuance of duplicate certificate.

19A.(1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, in respect of Non-Deposited Securities, where a certificate or other document of title to a security is lost, destroyed or stolen, the Company shall on payment of a fee as may from time to time be stipulated by the Company, issue a duplicate certificate or document in lieu thereof to the owner of his application accompanied by:

- (a) a statutory declaration that the certificate or document has been lost, destroyed or stolen, and has not been pledged, sold or otherwise disposed of, and, if lost, that proper searches have been made;
- (b) an undertaking in writing that if it is found or received by the owner it will be returned to the Company; and
- (c) a letter of indemnity in form and substance acceptable to the Company.

The member or person entitled to whom such duplicate certificate is issued shall pay to the Company all expenses incidental to the investigations by the Company of the evidence of such



destruction, loss or theft and shall bear any loss that may be incurred by the Company as a result of the Company issuing such duplicate certificate to such person.

(2) The Directors of the Company may, before accepting an application for the issue of a duplicate certificate or document for the Non-Deposited Securities, require the applicant:

- (a) to cause an advertisement to be inserted in a newspaper circulating in a place specified by the Directors stating that the certificate or document has been lost or destroyed and that the owner intends after the expiration of fourteen (14) days after the publication of the advertisement to apply to the Company for a duplicate; or
- (b) to furnish a bond for an amount equal to at least the current market value of the Non-Deposited Securities indemnifying the Company against loss following on the production of the original certificate or document,

or may require the applicant to do both of those things.

## TRANSFER OF SHARES

Form of transfer of shares.

20. Subject to the provisions of these Articles, the Central Depositories Act and the Rules, the transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.

Execution.

21. Subject to the Act, the Central Depositories Act and the Rules, the instrument of transfer of a Non-Deposited Security lodged with the Company shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the Non-Deposited Security until the name of the transferee is entered in the Register of Members in respect thereof.

Person under disability.

22. Subject to the Act, the Central Depositories Act and the Rules, no shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Directors' power to decline to register.

23. The Directors may in their absolute discretion, decline to register the transfer of any Non-Deposited Security (being a partly paid security) and may also decline to register the transfer of any Non-Deposited Security on which the Company has a lien without assigning any reason for such refusal.

Terms of registration of transfers.

24.(1) The Directors may decline to recognise any instrument of transfer relating to Non-Deposited Security, unless:

- (a) such fee per transfer as may be stipulated by the Company plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the Directors may from time to time require, is paid to the Company in respect thereof; and
- (b) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so.

(2) All instruments of transfer relating to Non-Deposited Security which are registered may be retained by the Company.

(3) If the Directors decline to register any transfer relating to Non-Deposited Security, they shall send to the transferor, lodging broker and to the transferee written notice of refusal. Any instrument of transfer relating to Non-Deposited Security which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.

Suspension of registration.

25. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any calendar year. At least eighteen (18) market days prior notice of such suspension shall be given to any stock exchange upon which the Company is listed, stating the period and the purpose or purposes for which the suspension is made. At least three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors provided that where the Record of

Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the Depository.

Renunciation of allotment.

26. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

### TRANSMISSION OF SHARES

Transmission on death.

27. In case of the death of a Member, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased Member (whether sole or joint) from any liability in respect of any share held by him.

Persons becoming entitled on death or bankruptcy of Member may be registered.

28. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. Provided that where the share is a deposited security and that person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

Rights of unregistered executors and trustees.

29. Save as otherwise provided by or in accordance with these Articles a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to Meetings of the Company until he shall have been registered as a Member in respect of the share.

Fee for registration of probate etc.

30. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding Malaysian Ringgit Five (RM5/-) as the Directors may from time to time prescribe.

30A.(1) Where:

- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

### CALLS ON SHARES

Calls on shares.

31. The Directors may from time to time make such calls as they think fit upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

Times when made.

32. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

Interest on calls.

33. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the

sum due from the day appointed for payment thereof to the time of actual payment at the rate of ten per cent per annum or at such other rate as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sum due on allotment. 34. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Power to differentiate. 35. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments.

Payment in advance of calls. 36. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made and upon the moneys so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned the Company may pay interest at such rate not exceeding ten per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits. The Directors may at any time repay the amount so advanced if they think fit.

#### FORFEITURE AND LIEN

Notice requiring payment of calls. 37. If any Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued.

Notice to state time and place. 38. The notice shall name a further day (not being less than fourteen days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

Forfeiture on non-compliance with notice. 39. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

Sale of shares forfeited. 40. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid.

Rights and liabilities of Members whose shares have been forfeited or surrendered. 41. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at ten per cent per annum (or such rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares and the Directors may waive payment of such interest either wholly or in part.

Company's lien. 42. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a Member (whether solely or jointly with others) for all debts and liabilities of such Members or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in the shares having been given by any person other than such Member, and whether the period for the payment of discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate or any other person, whether a Member of the Company

or not. The Company's lien (if any) on a share shall extend to all bonuses and dividends payable thereon and subject to such lien being restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. The Directors may resolve that any share shall for some specified period be exempt from the provision of this Article, and unless otherwise agreed the registration of any shares shall operate as a waiver of the Company's lien (if any) thereon. Fully paid shares shall be free from all lien.

Sale of shares  
subject to lien.

43. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of seven days after notice in writing stating and demanding payment of the sum payable and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Application of  
proceeds of such  
sale.

44. The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale, shall be applied in or towards payment or satisfaction of the unpaid calls and accrued interest and expenses and the residue (if any) paid to the person whose shares have been forfeited or his executors, administrators or assigns as he may direct.

Title to shares  
forfeited or  
surrendered or sold  
to satisfy a lien.

45. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and any such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under Seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

#### ALTERATION OF CAPITAL

Power to increase  
capital.

46. The Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares of such amount as may be deemed expedient.

Rights and  
privileges of new  
shares.

47. Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine subject to the provisions of these Articles and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.

Issue of new shares  
to Members.

48.(1) Subject to any direction to the contrary that may be given by the Company by Ordinary Resolution in General Meeting, any original shares or securities for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

(2) Notwithstanding paragraph (1) of this Article, the Company may apply to the Exchange for waiver of Extraordinary General Meeting to obtain shareholders' approval for further issues of shares or securities (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.

New shares otherwise subject to provisions of Articles.

49. Except so far as otherwise provided by the conditions of issue or by these Articles, all new shares shall be subject to the provisions of these Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Power to consolidate, cancel and subdivide shares.

50. The Company may by Ordinary Resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled;
- (c) subdivide its shares or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (d) subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares.

Share Buy-Back

50A.(1) Subject always to the compliance with the provisions of the Act and the requirements of the Act and the requirements of the Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, provided that the total aggregate number of shares to be acquired does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by the Exchange unless the prior approval of the Exchange has been obtained.

(2) Where the Company has purchased its own shares in the manner as provided in Article 50A(1) above, the Directors may, if the applicable laws for the time being in force so allow:

- (a) cancel the shares so purchased;
- (b) retain the shares so purchased as treasury shares;
- (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (d) deal with the shares so purchased in the manner as may from time to time be prescribed and/or allowed by applicable laws, rules, regulations and guidelines then in force.

(3) Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time, subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:

- (a) distribute the treasury shares as dividends to the Members in a manner as may be allowed by applicable laws;
- (b) resell the treasury shares on the Exchange in accordance with the relevant guidelines, rules and/or requirements of the Exchange; or
- (c) deal with the treasury shares in the manner as may from time to time be prescribed and/or allowed by the applicable laws, rules, regulations and guidelines then in force.

(4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 67A(3C) of the Act, the provisions of any law or requirements of these Articles or the listing rules of the Exchange on substantial shareholding, takeovers,

notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

Power to reduce capital.

51. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or share premium account in any manner and with and subject to, any incident authorised, and consent required by law.

## STOCK

Power to convert into stock.

52. The Company may by Ordinary Resolution convert any paid up shares into stock and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.

Transfer of stock.

53. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previous to conversion have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.

Rights of stockholders.

54. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

Interpretation.

55. All such of the provisions of these Articles as are applicable to pay up shares shall apply to stock and the words "share" and "shareholder" or similar expressions herein shall include "stock" or "stockholder".

## GENERAL MEETING

Annual General Meeting.

56. Subject to the provisions of the Act, the Company shall in each year hold a General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

Such meeting of its Members may be held within Malaysia at more than one (1) venue using any technology that allows all Members a reasonable opportunity to participate.

Extraordinary General Meetings.

57. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Calling Extraordinary General Meetings.

58. The Directors may, whenever they think 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 requisitionists, as provided by Section 144 of the Act. If at any time there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as early as possible as that in which meetings may be convened by the Directors.

## NOTICE OF GENERAL MEETINGS

Notice of General Meetings.

59. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen days' notice in writing, or at least twenty-one days' notice in writing where any Special Resolution is to be proposed or where it is an Annual General Meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day on which the meeting is to be held) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company. At least fourteen days' notice of such Meeting or at least twenty-one days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and

- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat; being a majority which together holds not less than ninety-five per centum in nominal value of shares giving a right to attend and vote.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

Record of Depositors.

59A. (1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

(2) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Contents of notice.

60.(1) Every notice calling a General Meeting shall specify the place and the day and hour of the Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.

(2) In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.

(3) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

Routine business.

61. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

- (a) Declaring dividends;
- (b) Laying before the meeting the profit and loss account, balance sheet, the reports of the Directors and the Auditors, and other accounts and documents required to be annexed to the profit and loss account and balance sheet;
- (c) Appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors; and
- (d) Appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed.

Special business.

62. Any notice of a Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

#### **PROCEEDINGS AT GENERAL MEETING**

Quorum.

63. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided, two Members present in person and entitled to vote thereat shall form a quorum. For the purpose of this Article, "Member" includes a person attending by proxy or by attorney or as duly authorised representative of a corporation which is a Member.

Adjournment if quorum not present.

64. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened on 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, and if at such adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for holding the Meeting, the Members present shall be a quorum. No notice of any such adjournment as aforesaid shall be required to be given to the Members.

Resolutions in writing.	65. Subject to the provisions of the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened held and constituted and may consist of several documents in the like form, each signed by one or more of such Members.
Chairman.	66. The Chairman of Directors or in his absence the Deputy Chairman (if any) shall be entitled to take the chair at every General Meeting. If there be no Chairman or Deputy Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a Chairman and in default of their so doing the Members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair shall choose one of the Members present to be Chairman.
Adjournment.	67. 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 except business which might lawfully have been transacted at the Meeting from which the 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 the original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
Method of voting.	68. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded: <ul style="list-style-type: none"> <li>(a) by the Chairman (being a person entitled to vote thereat); or</li> <li>(b) by at least two Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat; or</li> <li>(c) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or</li> <li>(d) by any Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative, 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 one-tenth of the total sum paid on all the shares conferring that right.</li> </ul> <p>provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost 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 the resolution. A demand for a poll may be withdrawn.</p>
Taking a poll.	69. If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot, voting papers, tickets or by way of electronic polling) as the Chairman may direct and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members, or their proxies, for all purposes of these Articles. The Chairman may, and if so requested shall appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
Votes counted in errors.	70. If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude.
Chairman's casting vote.	71. In the case of 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 casting vote.
Time for taking a poll.	72. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.
Continuance of business after demand for a poll.	73. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.



## VOTES OF MEMBERS

Voting rights of Members.

74.(A) Subject to these Articles and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every Member who is present at a General Meeting in person or by proxy or attorney or in the case of a corporation by a representative shall have one vote and on a poll every such Member shall have one vote for every share of which he is the holder.

74.(B) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

Voting rights of joint holders.

75. When there are joint-holders of any Non-Deposited Security, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Non- Deposited Security as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting personally or by proxy, the person whose name stands first on the Register in respect of such Non-Deposited Security shall alone be entitled to vote in respect thereof.

Voting rights of Members of unsound mind.

76. A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight hours before the time appointed for holding the Meeting.

Rights to vote.

77. Subject to the provisions of these Articles and in particular, Article 59A, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid. A proxy appointed to attend and vote at any General Meeting of the Company shall have the same rights as the Member to speak at the General Meeting.

Objections.

78. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

Votes on a poll.

79. On a poll, votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Appointment of proxies.

80. An instrument appointing a proxy shall be in writing and:

- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

80A. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.

80B. If a Member has appointed a proxy to attend a General Meeting and subsequently he attends such General Meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said General Meeting.

Proxy need not be a Member.

81. A proxy need not be a Member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.

Deposit of proxies.

82. The original signed instrument appointing a proxy or the power of attorney or other authority, if any, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.

Form of proxies.

83. An instrument appointing a proxy shall be in the following form with such variations if any as circumstances may require or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll:

"I/We.....  
of.....  
a Member/Members of the abovenamed Company hereby appoint .....  
.....  
of.....  
or whom failing.....  
of.....  
as my/our proxy to vote for me/us and on my/our behalf at the (Annual, Extraordinary or Adjourned, as the case may be) General Meeting of the Company to be held on the .....day of..... 20 ..... and at every adjournment thereof.

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

An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment or adjournments of the Meeting to which it relates and need not be witnessed.

Intervening death or insanity of principal not to revoke proxy.

84. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of these Articles shall also include a power of attorney) shall be valid notwithstanding the previous death, bankruptcy or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, bankruptcy, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

Corporations acting by representatives.

85. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation would exercise as if it were an individual Member of the Company.

**DIRECTORS**

Appointment and number of Directors.

86. Unless otherwise determined by the Company in General Meeting the minimum number of Directors all of whom shall be natural persons, shall be two and the maximum, twelve.

Directors.

87. The Directors of the Company for the time being comprise directors who had been appointed or elected as at the date of the adoption of these Articles and any subsequent changes to the Board of Directors will be announced by the Company to the Exchange, from time to time.

Qualification.

88. A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in General Meeting.

Remuneration of Directors.

89. The remuneration of the Directors (other than salaries payable to Executive Directors) shall be determined from time to time by the Company in General Meeting and such remuneration shall not be increased except pursuant to an Ordinary Resolution and passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the Meeting. Such remuneration shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for the proportion of remuneration related to the period during which he has held office.

Expenses and extra remuneration.

90.(1) The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

(2) Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this Article.

(3) The remuneration payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of turnover.

Pensions.

91.(1) Subject to the provisions of Section 137 of the Act, the Directors may pay a pension or allowances (either revocable or irrevocable and either subject or not subject to any terms and conditions) to any Executive Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependants.

(2) The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such associated company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.

(3) The expression "associated company" for the purposes of these Articles shall include any company which is deemed to be related to the Company in terms of Section 6 of the Act or which in the opinion of the Directors can properly be otherwise regarded as being connected with the Company.

(4) In these Articles the expression "Executive Director" shall mean and include any Director including a Managing Director who has been or is engaged substantially whole-time in the business of the Company.

Power of directors to hold office of profit and to contract with Company.

92. Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provision of Section 131 of the Act relating to the disclosure of the interest of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interest in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is so interested whether directly or indirectly as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director, or to any contract, arrangement or transaction or proposed contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both.

Holding of office in other companies.

93.(1) A Director may be or become a director of or hold any office or place of profit (other than as Auditor) or otherwise be interested in any company in which the Company may or may not be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed shall not be accountable for any fees, remuneration or other benefits received by him as a director, or officer of or by virtue of his interest in such other company.

(2) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

## MANAGING DIRECTORS

Appointment of  
Managing  
Directors.

94. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed term such term shall not exceed five years.

Managing Director  
shall be subject to  
retirement by  
rotation.

95. A Managing Director shall while he continues to hold that office be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of Directors but he shall be subject to the provisions of any contract between him and the Company and be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall *ipso facto* and immediately cease to be a Managing Director.

Remuneration of  
Managing Director.

96. The remuneration of a Managing Director shall from time to time be fixed by the Directors and may subject to these Articles be by way of salary or commission or participation in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

Powers of  
Managing Director.

97. A Managing Director shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.

## VACATION OF OFFICE OF DIRECTORS

Vacation of office  
of Director.

98. The office of a Director shall be vacated in any one of the following events namely:

- (a) if he becomes prohibited from being a Director by reason of any order made under the Act;
- (b) if he ceases to be a Director by virtue of any of the provisions of the Act;
- (c) if he resigns by writing under his hand left at the Office;
- (d) if he has a receiving order made against him or suspends payment of compound with his creditors generally;
- (e) if he becomes of unsound mind during his term of office;
- (f) if he be removed by the Company in General Meeting pursuant to these Articles;  
or
- (g) if he becomes bankrupt during his term of office.

## ROTATION OF DIRECTORS

Retirement of  
Directors by  
rotation.

99. An election of Directors shall take place each year. Subject to these Articles and to the provisions of the Act, at each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to one-third with a minimum of one shall retire from office and a Director at a Meeting shall retain office until the close of the Meeting whether adjourned or not. All Directors shall retire from office once at least in each three years but shall be eligible for re-election subject to these Articles.

Selection of  
Directors to retire.

100. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Filling vacated  
office.

101. The Company at the Meeting at which a Director retires under any provision of these Articles may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless:

- (a) at such Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the Meeting and lost; or
- (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) such Director has attained any retiring age applicable to him as a Director.

Notice of intention to appoint Director.

102. No person other than a Director retiring at the Meeting shall unless recommended by the Directors for election be eligible for election as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the Meeting there shall have been left at the Office notice in writing signed by some 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 duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the Meeting at which the election is to take place.

Removal of Directors.

103. In accordance with the provisions of Section 128 of the Act, the Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

Directors' power to fill casual vacancies and to appoint Additional Director.

104. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such Meeting.

#### **ALTERNATE DIRECTORS**

Alternate Directors.

105.(1) Any Director of the Company may at any time appoint any person approved by a majority of his co-Directors to be his Alternate Director of the Company and may at any time remove any such Alternate Director so appointed from office. An Alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(2) An Alternate Director shall (subject to his giving to the Company an address in Malaysia) be entitled to receive notices of all meetings of the Directors and to attend and vote at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.

(3) An Alternate Director shall *ipso facto* cease to be an Alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

(4) All appointments and removals of Alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.

(5) A person may act as an Alternate Director to represent more than one Director and an Alternate Director shall be entitled at Directors' meetings to one vote for every Director whom he represents in addition to his own vote as a Director.

Form of appointment of Alternate Director.

106. Any appointment of an alternate for a Director shall be made in the following form, or as near thereto as circumstances will admit:

I, the undersigned, a Director of .....  
..... he reby appoint  
..... of  
..... to act  
as Alternate Director of the said Company in my place but this appointment is to have  
effect only where necessary upon the same being approved by a majority of the other Directors of  
the Company or their alternates or substitutes.

Dated this ..... day ..... 20 .....

Responsibility of  
Alternate Director.

107. Every person acting as an Alternate Director shall be an officer of the  
Company and shall be responsible to the Company for his own acts and default and  
shall not be deemed to be the agent of or for the Director appointing him.

#### PROCEEDINGS OF DIRECTORS

Meetings of  
Directors.

108.(1) (a) The Directors may meet together for the despatch of business adjourn or  
otherwise regulate their meetings as they think fit. Subject to the  
provisions of these Articles questions arising at any meeting shall be  
determined by a majority of votes and in case of an equality of votes the  
Chairman of the meeting shall have a second or casting vote except when  
only two Directors are present and form a quorum or at which only two  
Directors are competent to vote on the question at issue, in which event  
the Chairman shall not have a casting vote and the question arising at the  
meeting shall be deemed to have been lost or not carried.

(b) A person may participate in a meeting of the Board or any committee of  
the Board by conference telephone, electronic or such other  
communication facilities which would permit all persons participating in  
the meeting to communicate with each other simultaneously and  
instantaneously.

(c) Participation by a person in a meeting by conference telephone,  
electronic or such other communication facilities shall be treated as  
presence in person by that person at the said meeting and shall be  
counted towards the quorum notwithstanding the fact that he/she is not  
physically present at the venue where the meeting is to be held. For the  
avoidance of doubt, such a meeting shall be deemed to be held at the  
place where the Chairman of the Meeting is at the start of the meeting.

(2) A Director may at any time and the Secretary upon the request of a Director  
shall convene a meeting of the Directors. Notice of the meeting shall be given to each Director  
either by telephone or in writing or by telex or telegram or facsimile or by electronic  
communication means including but not limited to electronic mail sent to the respective  
address(es) of each Director from time to time notified to the Company by such Director or in  
such other manner as the Board may from time to time determine.

Quorum.

109. The quorum necessary for the transaction of the business of the  
Directors may be fixed by the Directors and unless so fixed at any other number shall  
be two. A meeting of the Directors at which a quorum is present shall be competent to exercise  
all the powers and discretion for the time being exercisable by the Directors.

Relaxation of  
restriction on  
voting.

110. A Director notwithstanding his interest may be counted in the quorum present  
at any meeting where he or any other Director is appointed to hold any office or place of profit  
under the Company or where the Director resolve to exercise any of the rights of the Company  
(whether by the exercise of voting rights or otherwise) to appoint or confer in the appointment of  
a Director to hold any office or place of profit under any other company or where the Directors  
resolve to enter into or make any arrangements with him or on his behalf pursuant to these  
Articles or where the terms of any such appointment or arrangements as hereinbefore mentioned  
are considered, and he may vote on any such matter other than in respect of the appointment or  
arrangements with himself or the fixing of the terms thereof.

Proceedings in case  
of vacancies.

111. The continuing Directors may act notwithstanding any vacancies but  
if and so long as the number of Directors is reduced below the minimum number fixed  
by or in accordance with these Articles the continuing Directors or Director may act for  
the purpose of filling up such vacancies or of summoning General Meetings of the  
Company but not, except in an emergency, for any other purpose. If there be no Directors or  
Director able or willing to act, then any two Members may summon a General Meeting for the  
purpose of appointing Directors.

Chairman of  
Directors.

112. The Directors may from time to time elect a Chairman and if desired  
a Deputy Chairman and determine the period for which he is or they are to hold office.  
The Deputy Chairman will perform the duties of the Chairman during the Chairman's

absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. Any Director acting as Chairman of a meeting of the Directors shall in the case of an equality of votes have the Chairman's right to a second or casting vote where applicable.

Resolutions in writing.

113. A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors and may be sent to the Secretary by telefax transmission, or may be first approved via e-mail or other electronic communication media, followed by the documents with original signature to be returned to the Secretary.

Power to appoint committees.

114. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

Proceedings at committee meetings.

115. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Validity of acts of Directors in spite of some formal defect.

116. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall, as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

#### **GENERAL POWERS OF THE DIRECTORS**

General Power of Directors to manage Company's business.

117. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that, subject to the Act, any sale or disposal by the Directors of the Company's main undertaking shall be subject to approval or ratification by the Members in General Meeting.

Power to establish local boards.

118. The Directors may establish any local boards or agencies for managing any affairs of the Company either in Malaysia or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed, and may annul or vary any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys.

119. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of person 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 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 persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him.

Power to keep a branch register.

120. The Company or the Directors on behalf of the Company in exercise of the powers in that behalf conferred by the Act shall cause to be kept a Branch Register or Registers of

Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register.

Signature of cheques and bills.

121. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments of the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.

### **POWER TO BORROW AND GUARANTEE**

Directors' borrowing power.

122. The Directors may borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company (both present and future) including its uncalled capital for the time being or by the issue of bonds, notes, debentures and other securities (whether at par or at a discount or premium) or otherwise as they may think fit.

Guarantee for payment of money.

122A. The Directors may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or incorporate with or without securities.

### **SECRETARY**

Secretary.

123. The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 139 thereof.

### **SEAL**

Seal and Seal for use abroad.

124.(1) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall (subject to the provisions of these Articles as to certificates for shares) be affixed in the presence of and signed by two Directors or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.

(2) The Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.

(3) The Company may have a duplicate Common Seal as referred to in Section 101 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal".

### **AUTHENTICATION OF DOCUMENTS**

Power to authenticate documents.

125. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Certified copies of resolution of the Directors.

126. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.



## DIVIDENDS AND RESERVES

- Payment of dividends. 127. The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company nor in excess of the amount recommended by the Directors.
- Apportionment of dividends. 128. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- Payment of fixed preferential dividends. 129. If and so far as in the opinion of the Directors the profit of the Company justifies such payments, the Directors may pay the fixed preferential dividends on any expressed class of shares carrying a fixed preferential dividend expressed to be payable on fixed date on the half-yearly or other date (if any) prescribed for the payment thereof by the terms of issue of the shares.
- Payment of interim dividends. 130. Notwithstanding the provisions of Articles 127 and 137, the Directors may from time to time pay to the Members such interim dividends whether by way of a cash payment or by way of a distribution of specific assets or both as in their judgement the position of the Company justifies.
- Share premium account. 131. If the Company shall issue shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "Share Premium Account" and any amount for the time being standing to the credit of such account shall be applied in such manner as may be permitted under the Act.
- Dividends not to bear interest. 132. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.
- Deduction of debts due to Company. 133. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.
- Retention of dividends on shares subject to lien. 134. The Directors may retain any dividend or other money payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- Retention of dividends on shares pending transmission. 135. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of share hereinbefore contained entitled to become a Member or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.
- Unclaimed dividends. 136. The payment by the Directors of any unclaimed dividends or other money payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Subject to any statutory requirements all dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their discretion annul any such forfeiture and pay the dividend so forfeited to the persons entitled thereto prior to the forfeiture.
- Payment of final dividend in specie. 137. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of the Company or of any other company or in any one or more of such ways and the Directors shall give effect to such Resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Mode of Payment of Dividend 138. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the

registered address of the holder or paid via electronic or other methods of funds transfer to such account as designated by such holder. Every such cheque or warrant or electronic transfer shall be made payable to the order of the person to whom it is sent. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby.

Effect of transfer.

139. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer.

## RESERVES

Power to carry profit to reserve.

140. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think is not prudent to divide.

## CAPITALISATION OF PROFITS AND RESERVES

Power to capitalise profits.

141. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company in the proportion in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amount (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed and credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other. Provided that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid shares.

Implementation of resolution to capitalise.

142. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such Members.

## MINUTES AND BOOKS

Record of Minutes.

143. The Directors shall cause minutes to be made in books to be provided for the purpose:

- (a) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
- (b) of all Resolutions and proceedings at all Meetings of the Company and of any class of Members, of the Directors and of committees of Directors.

Keeping of registers, etc.

144. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Share and Debenture Holdings

and in regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.

Form of registers, etc.

145. Any Register, index, minute book, book of accounts or other book required by these Articles or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery.

## ACCOUNTS

Directors to keep proper accounts.

146. The Directors shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

Location and inspection.

147. Subject to the provisions of Section 167 of the Act, the books of accounts shall be kept at the Office or at such other place or places as the Directors think fit. No Member (other than a Director) shall have any right of inspecting any account or book or document or other recording of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company.

Presentation of accounts.

148. In accordance with the provisions of the Act and any extension of time allowed by the Registrar of Companies and any stock exchange upon which the Company is listed, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and Auditors' Reports for purposes of filing with the stock exchange on which the Company is listed shall not exceed four months.

Copies of accounts.

149. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than fourteen days before the date of the Meeting be sent to every Member of, and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles provided that these Articles shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

Accounts to stock exchange.

150. The requisite number of copies of each such document as is referred to in the preceding Article shall be forwarded to the stock exchange upon which the Company may be listed at the same time as such documents are sent to the Members.

## AUDITORS

Appointment of Auditors.

151. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.

Validity of acts of Auditors in spite of some formal defect.

152. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Auditors' right to receive notices of and attend at General Meeting.

153. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the Meeting which concerns them as Auditors.

## NOTICES

Service of notices.

154. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in prepaid letter or wrapper addressed to such Member at his registered address entered in the Register of Members and the Record of Depositors.

154A. Notwithstanding Article 154, in respect of notices and documents to be issued by the Company to Members whose registered address as appearing in the Register of Members and the Record of Depositors is outside Malaysia and where such notices and documents are required by the laws of such jurisdictions in which the Members' registered address is situated, to be lodged or registered with any competent governmental or statutory authority of such jurisdictions, all of such members shall provide an address in Malaysia for service of such notices and documents by the Company. Any such Member who has not supplied an address within Malaysia for service of such notices and documents shall not be entitled to receive any such notices or documents from the Company and service of such notices and documents to Members who have furnished an address in Malaysia shall be deemed good and effectual service of the same on such Members.

Service of notice in respect of joint holders.

155. With respect to any Non-Deposited Security that is held in joint names, all notices to such joint holders shall be given to whichever of such persons named first in the Register and any notice so given shall be sufficient notice to all the holders of such security.

Members shall be served at registered address.

156. Any Member with a registered address shall be entitled to have served upon him at such address any notice to which he is entitled under these Articles.

Service of notice on members abroad.

157. If a Member has no registered address within *Malaysia*, a notice may be sent to him by airmail or ordinary mail to his registered address appearing in the Register of Members and the Record of Depositors.

Service of notice after death etc. of a Member.

158. A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address for the service of notice, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.

When service effected.

159. Any notice or other document if sent by post and whether by airmail or not shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the Post Office as a prepaid letter or wrapper.

Signature on notice.

160. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written.

Day of service not counted.

161. When a given number of days' notice or notices extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by these Articles or by the Act, be not counted in such number of days or period.

Notice of General Meeting.

162. Notice of every General Meeting shall be given in manner hereinbefore authorised to:

- (a) every Member;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the Meeting; and
- (c) the Auditor for the time being of the Company.

## WINDING UP

Distribution of assets in specie.

163. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall

be carried out as between the Members or different classes of Members provided always that, the preference shareholder shall be entitled to a return of capital in preference to holders of ordinary shares. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority thinks fit and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other securities in respect of which there is a liability.

Liquidator's  
commission.

164. On a voluntary winding up of the Company no commission or fee shall be paid to a Liquidator without the prior approval of the Members in General Meeting. The amount of such commission or fee shall be notified to all Members not less than seven days prior to the Meeting at which it is to be considered.

### **INDEMNITY**

Indemnity of  
Directors and  
officers.

165. Subject to the provisions of the Act, every Director, Auditor, Secretary 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 and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any money, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, wilful default, breach of duty or breach of trust.

### **SECRECY**

Secrecy.

166. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law.

### **EFFECT OF THE LISTING REQUIREMENTS**

Effect of the  
Listing  
Requirements.

167.(1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done the act shall not be done.

(2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.

(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

(4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.

(5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.

(6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.

(7) For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.

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Names, Addresses and Descriptions of Subscribers

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Tan Sri Haji Mohd. Noah bin Omar  
51-C Lorong Tanjong 5/41  
Petaling Jaya

COMPANY DIRECTOR

Datuk Lim Goh Tong  
7, Jalan Permai  
Off Jalan Robson  
Kuala Lumpur

COMPANY DIRECTOR

Mr Lim Kok Thay  
7, Jalan Permai  
Off Jalan Robson  
Kuala Lumpur

COMPANY DIRECTOR

Mr Lim Chee Wah  
7, Jalan Permai  
Off Jalan Robson  
Kuala Lumpur

COMPANY DIRECTOR

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Dated this 1st day of September 1977.

Witness to the above signatures:

CH'NG POOI HONG  
9908, Taman Yarl,  
Off Klang Road,  
Kuala Lumpur.