

**THE COMPANIES ACT, 1965**

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SUNRISE BERHAD (7685-V)**

(Incorporated on the 5th day of March 1968)

(Adopted by Special Resolution on .....)

THE COMPANIES ACT, 1965  
PUBLIC COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

**OF**

**SUNRISE BERHAD (7685-V)**

1. The name of the Company is **SUNRISE BERHAD** (Company No. 7685-V).
2. The registered office of the Company shall be situated in Malaysia.
3. The objects for which the Company is established are: -
  - (1) To acquire by purchase or otherwise for investment or resale any real and personal movable and immovable property of all description and tenure, whether freehold or howsoever, and any rights and interest therein and generally to deal in by way of sale, lease, sub-lease, exchange or otherwise with property of all description and kind whether real or personal, movable or immovable and to develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and particular by laying out and preparing the same for building purposes, constructing, altering, fitting up, decorating, demolishing, maintaining and improving buildings and by planting, paving, draining, letting on building lease or agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others as well as to carry on business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents, insurance agents and to purchase or otherwise acquire, sell, let or otherwise dispose of and deal in real and personal property of every description.
  - (2) To apply for, acquire by purchase, lease, exchange, hire or howsoever any real or immovable property of any tenure and description and whether suitable for building and hereditament and any interest right over or connected with such property and to turn the same to account in such mode and manner as may seem expedient so as to enhance the value of or render profitable any such property and to apply for, accept and receive, surrender or renounce any title to land, houses, grants for land, certificates of title, leases for land, mukim extracts, licenses, concessions, permits and such other instruments, documents, rights, privileges or permission and such renewals and copies thereof as may seem expedient.
  - (3) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the aforementioned business of the Company.
4. The powers of a company as set forth in the Third Schedule of the Companies Act, 1965 shall apply to this Company.
5. It is hereby expressly declared that each sub-clause of clause 3 above shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clauses.

6. In addition to clause 4 hereof, the Company shall have the power to acquire by purchase in good faith and in the best interest of the Company, its own shares through the Stock Exchange on which the shares of the Company are quoted, provided always that the Company is solvent at the date of purchase of the Company's shares and subject to, and in accordance with the Companies Act, 1965, the Rules of the Central Depository, regulations and orders made pursuant thereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authorities.
7. The liability of the members is limited.
8. The share capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into five hundred million (500,000,000) ordinary shares of Ringgit Malaysia One (RM1.00) each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and designation as provided by the Articles of Association of the Company.
9. Subject always to the respective rights, terms and conditions mentioned in Clause 7 hereof the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

We, the several persons whose names and addresses are subscribed hereto are 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 to our respective names.

Names, Addresses & Descriptions of Subscribers	Number of Shares taken by each Subscriber
TONG YOKE KIM 1, Road 57 B, Petaling Jaya <i>Merchant</i>	One
LEE LAY ENG @ LEE SAN MING (f) 9 Road 5/21, Petaling Jaya <i>Housewife</i>	One

Dated this 23rd day of February, 1968.

Witness to the above signatures: -

YEE PAK CHEE  
Accountant  
61 Jalan Klyne, Kuala Lumpur

THE COMPANIES ACT, 1965

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**

**OF**

**SUNRISE BERHAD (7685-V)**

**EXCLUSION OF TABLE "A"**

1. The Regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company except in so far as the same are repeated or contained in these Articles. Table "A" excluded.

**INTERPRETATION**

2. In these Articles unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein: Definition and Interpretation.
- (a) "Act" means the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.
  - (b) "Approved Market Place" means a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998.
  - (c) "Audit Committee" means the audit committee appointed by the Board in accordance with the regulations or requirements prescribed by the Exchange from time to time.
  - (d) "Authorised Nominees" means a person who is authorised to act as nominee as specified under the Rules.
  - (e) "Articles" means these Articles of Association as originally framed or as altered from time to time by Special Resolution.
  - (f) "Beneficial Owner" means in relation to Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.
  - (g) "Board" means the Board of Directors for the time being of the Company.
  - (h) "Books Closing Date" means the specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
  - (i) "Central Depository" means the Malaysian Central Depository Sdn. Bhd.

- (j) "Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991, as may be amended, modified or re-enacted from time to time.
- (k) "Company" means **SUNRISE BERHAD (7685-V)**.
- (l) "Deposited Security" means a security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.
- (m) "Depositors" shall have the same meaning given in Section 2 of the Central Depositories Act.
- (n) "Directors" means the Directors for the time being of the Company
- (o) "Exchange" means the Kuala Lumpur Stock Exchange.
- (p) "Independent Director" shall have the meaning as defined in the Listing Requirements.
- (q) "Market Day" means any day on which the stock market of the Exchange is open for trading in securities.
- (r) "Listing Requirements" means the Listing Requirements of the Kuala Lumpur Stock Exchange including any amendment thereto that may be made from time to time.
- (s) "Member/members" means any person or persons for the time being holding shares in the Company including Depositors whose names appear on the Record of Depositors in accordance with Section 35 of the Central Depositories Act but shall exclude the Central Depository or its nominee company in whose name the Deposited Securities are registered unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles.
- (t) "Office" means the registered office for the time being of the Company.
- (u) "Record of Depositors" means the record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
- (v) "Register" means the Register of Members to be kept pursuant to the Act.
- (w) "Rules" mean the Rules of the Central Depository, as may be amended, modified or re-enacted from time to time.
- (x) "Seal" means the Common Seal of the Company.
- (y) "Securities" shall have the same meaning given in Section 2 of the Securities Commission Act 1993.
- (z) "Securities Account" means an account established by a Central Depository for the Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
- (aa) "Secretary" means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.

- (ab) "share seal" means the share seal of the Company
- (ac) "shares" means shares in the Company.
- (ad) Reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (ae) Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
- (af) Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.
- (ag) The headings are inserted for convenience only and shall not affect the construction of these Articles
- (ah) Reference to "these Articles" means these Articles of Association as originally framed or as from time to time altered by special resolution.

### **SHARES**

- 3. The authorised capital of the Company at the date of adoption of these Articles is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into five hundred million (500,000,000) ordinary shares of RM1.00 each all ranking pari passu with one another. Authorised Capital.
- 4. (1) Without prejudice to any special rights previously conferred on the holder of any share or class of shares for the time being issued, shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return on capital or otherwise as the Company may from time to time by ordinary resolution determine. Issue of shares.
- (2) The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Except for the aforesaid, the Directors shall not, without prior approval of the Company in General Meeting exercise the power of the Company to issue shares (except as otherwise permitted by the Act). Subject to any conditions that may be imposed by the Company in General Meeting upon giving of such approval to an issue of shares, the said issue shall be on such terms and conditions and at such times as the Director think fit. PROVIDED ALWAYS THAT Control on the issue of shares.
  - (a) Shares shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in General Meeting;
  - (b) No Director shall participate in an issue of shares to employees of the Company unless the shareholders in General Meeting have approved of the specific allotment to be made to such Director and unless he holds office in the Company in an executive capacity. Provided Always that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue; and

- (c) Rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.

Issue of preference shares and rights of preference shares.

- 5. Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine provided that -

- (a) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time;
- (b) preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts and attending general meetings of the Company. Provided always that preference shareholders shall not have the right to vote at any general meeting of the Company except in each of the following circumstances:-
  - (i) when the dividend or part of the dividends on the share is in arrears for more than six (6) months;
  - (ii) on a proposal to reduce the Company's share capital;
  - (iii) on a proposal for the disposal of the whole of the company's property, business and undertaking;
  - (iv) on a proposal that affects rights attached to the share;
  - (v) on a proposal to wind up the Company; and
  - (vi) during the winding up of the Company.
- (c) Preference shareholder shall have the right to a return of capital in preference to holders of ordinary shares when the Company is wound up; and
- (d) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 19 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

Prohibition in financial assistance for the purchase of the Company's shares.

- 6. The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or there of its holding company, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 67(2) of the Act.

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| 7.  | In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 58 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, 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 shall not exceed ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Power of paying commission and brokerage.                                               |
| 8.  | Where any shares 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 pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 69 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Shares issued for purposes of raising money for the construction of works or buildings. |
| 9.  | The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Compliance for allotment of shares.                                                     |
| 10. | Except as required by law and as provided under the Rule, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognise 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 otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Trust not to be recognised.                                                             |
| 11. | Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so 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. | New shares to be offered to existing members.                                           |
| 12. | The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice :-<br><br>(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Disclosure of shares held by member.                                                    |

- (b) if he holds them as trustee or Authorised Nominee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

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| Limit to the issue of shares and securities. | 13. Notwithstanding the foregoing and subject to the Act and Listing Requirements, the Company must ensure that it shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in General Meeting of the precise terms and conditions of the issue.                                                                                                                                                                                                                                                                                                                                                                                      |
| Registration of member.                      | 14. Subject to the Central Depositories Act and the Rules, no person shall exercise any rights of a member until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Payment of issue price on a fixed due date.  | 15. (1) If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.<br><br>(2) Subject to the provisions of the Act and the requirements and any rules, regulations and guidelines thereunder issued by the Exchange and/or any other relevant authority in respect thereof for the time being in force and subject further to the prior approval of shareholders of the Company in general meeting, the Company shall have the power and may purchase its own shares. Any ordinary shares in the Company so purchased by the Company shall be dealt with in accordance with the provisions of the Act, the requirements and any rules, regulations and guidelines thereunder issued by the Exchange and/or any other relevant authority in respect thereof. |

### **CERTIFICATES**

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| Issue of share certificate. | 16. Every certificate showing the number of securities represented thereof in words and figures shall be issued under the share seal and bear the signatures or the autographic or facsimile signatures of one Director and the Secretary or of a second Director or such other person as may be authorised by the Directors. The printing of such certificates shall be entrusted to recognized security printers using paper, which is first class bond or banknote paper containing, watermark of the printer or the Company. Such certificate shall be of the size and contain security features prescribed by the Exchange for the time being and from time to time. |
| Compliance                  | 17. (1) The Company shall duly observe and comply with the provisions of the Act, the Rules and the Central Depositories Act applicable to any allotment of its shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

- (2) The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this Article. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.
- (3) Subject to the Act, the Central Depositories Act and the Rules, the Company shall:
  - (a) within fifteen (15) market days (or such other period prescribed by the Exchange) of the final applications closing date for a rights issue or for an offer for sale; and
  - (b) within ten (10) market days (or such other period prescribed by the Exchange) of:
    - (i) the Books Closing Date for a bonus issue; or
    - (ii) the date of receipt of a notice of the exercise of an employees share option together with the requisite payment under a share scheme for employees; or
    - (iii) the date of receipt of a subscription form together with the requisite payment for the conversion or exercise of the convertible security,

allot and issue securities, despatch notice of allotment to allottees or the employees (in the case of share scheme for employees) or the holder of the convertible security (in the case of conversion) or successful applicants as the case may be, and make an application for the quotation of such securities.

- (4) The Company must not cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional Securities until after the Company has filed with the Exchange an application for listing of such additional Securities and has been notified by the Exchange that they have been authorised for listing.
18. (1) A depositor whose name appears in the Record of Depositors maintained by the Central Depository pursuant to Section 34 of the Central Depositories Act in respect of the securities of the Company which have been deposited with the Central Depository shall be deemed to be a member, debenture holder, interest holder or option holder as the case may be, of the Company and shall, subject to the provisions of the Central Depositories Act and any regulations made thereunder, be entitled to the number of securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such securities (whether conferred or imposed by the Articles).

Deemed member.

- (2) The Record of Depositors obtained by the Company shall be available for inspection by any member of the Company (including the Depositors) without any charge and by any other person, on payment of One Ringgit Malaysia (RM1.00) or such lesser sum as the Company may require, in respect of each inspection.

### ALTERATION ON RIGHTS

How special rights of shares may be varied.

19. If any time, the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of such preference capital (other than redeemable preference capital), or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied, modified, commuted, abrogated, affected or dealt with by the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class but not otherwise. To every such separate General Meeting the provisions of these Articles relating to General Meetings of the Company and to proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) in nominal amount of the issued shares of the class but so that if at any adjourned meeting a quorum as above defined is not present, any two (2) holders of shares of the class present in person or by proxy shall be quorum) and that any holder of shares of the class present in person or by proxy) may demand poll, and that every such holder shall on a poll shall have one vote for every share of the class held by him. Provided however that in the event of the necessary majority not having been obtained in the manner aforesaid, consent in writing may be secured from members holding at least three-fourths (3/4) of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate General Meeting shall have the force and validity of a Special Resolution duly carried at that meeting by a vote in person or by proxy.

Creation of issue of further shares.

20. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith.

### CALLS ON SHARES

Calls when payable.

21. The Directors may from time to time make such calls upon the members as the Directors may think fit in respect of the amounts unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium), and not by the conditions of allotment made payable at fixed times provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call. Except in the case of calls payable at fixed times pursuant to the conditions of allotment each member shall be entitled to receive at least seven (7) days notice specifying the time or times and place of payment.

Instalments similar to call.

22. Any call may be made payable either in one sum or by instalments and each member upon whom a call is made is liable to pay the amount of the call to the person and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors.

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| 23. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Call deemed to be made.                                                   |
| 24. | The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Arrangements and time for payment of calls.                               |
| 25. | Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified.                                                                                                                                                                                                                                                                                                                                                                                                    | Non-payment of calls.                                                     |
| 26. | If any sum in respect of a call 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 from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding twelve per cent (12%) per annum, as the Directors may determine (or failing such determination, then at the rate of twelve per cent (12%) per annum) provided however the Directors may waive payment of such interest in whole or in part.                                                                                                                                                                                                                                                                                                                                                              | Interest on calls.                                                        |
| 27. | No shareholder shall be entitled to receive any dividend or to exercise any privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Member not entitled to privileges of membership until all calls are paid. |
| 28. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding twelve per cent (12%) per annum, as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid. | Advance of calls.                                                         |

### **FORFEITURE AND SURRENDER OF SHARES**

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| 29. | If any member fails to pay the whole or any part of any call or instalments of a call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any interest not exceeding twelve per cent (12%) per annum as the Directors shall determine and any expenses which may have accrued. | Notice to pay calls. |
| 30. | The notice shall name a further day (not being less than seven (7) days from the date of service of the notice) on or before which such call or instalment or such part as aforesaid are to be paid. It shall also name the place where the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.                                       | Length of notice.    |

Failure to comply with notice.	31.	If the requirements 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 the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.
Notice of forfeiture.	32.	(1) When any share has been forfeited in accordance with these Articles or the Rules, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members and the Record of Depositors opposite to the share but the provision of this Article or the Rules are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Annulment of forfeiture.	(2)	Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
Sale of forfeited share.	(3)	Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted or otherwise disposed of either to the person who was before forfeiture 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 the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assigns or as he directs.
Liability to Company if person whose shares are forfeited.	33.	A shareholder whose shares have been forfeited shall, notwithstanding be liable to pay the Company all calls made and not paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.
Results of forfeiture.	34.	The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as are by the statutes given or imposed in the case of past members.

35. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition 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 Act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Evidence of forfeiture by the Company.
36. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of a premium, as if the same had been payable by virtue of a call duly made and notified. Failure to make due payment.
37. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein-before given, the Central Depository may cause the purchaser's name to be entered in the Record of Depositors in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money; and after his name has been entered in the Record of Depositors the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Protection of purchaser.

#### **LIEN**

38. The Company shall have a first and paramount lien on every share (not being fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member for all moneys payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon 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. Company to have a paramount lien.
39. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has 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. Notice to pay amount due.

Application of proceeds of sale. 40. The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

#### **TRANSFER OF SECURITIES**

Execution of transfers. 41. Subject to the provisions of the Central Depositories Act, the Rules and these Articles, any member may transfer all or any of his securities by the form prescribed under the Rules and any other applicable laws. The transfer of any listed securities or class of listed securities of the Company shall be by way of book entry by the Central 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.

Indemnity against wrongful transfers. 42. Subject to the provisions of the Act, the Central Depositories Act and the Rules, neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may as between the transferor and transferee, be liable to be set aside and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned be deemed to have transferred his whole title thereto.

#### **TRANSMISSION OF SECURITIES**

Transmission. 43. In the case of the death of a member, the executor or administrator of the deceased shall be the person recognised by the company as having any title to his securities. Any person becoming entitled to a security in consequence of the death or bankruptcy of a member may, subject to the Rules, transfer the security to himself or to some person nominated by him as the transferee.

Death or bankruptcy of a member. 44. (1) A transfer of any security which is a Deposited Security by any person becoming entitled to the security in consequence of the death or bankruptcy of a member may be carried out by the person becoming so entitled in accordance with the Rules and other applicable laws.

(2) Where the security is a Deposited Security and the person becoming so entitled elects to have such security transferred to him, he shall deliver a notice in writing, signed by him stating that he so elects, to the Central Depository and shall comply with all other Rules pertaining to the transfer of securities. If he shall elect to have the security transferred to another person, he shall execute the prescribed transfer form and lodge all documents required in accordance with the Rules.

Election of person entitled to be registered himself.

(3) A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered in the Record of Depositors as the beneficial owner of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice in writing requiring any such person to elect either to transfer the share to himself or another person and to carry out such transfer in accordance with the Rules and other applicable laws and if such person does not provide the Directors with satisfactory evidence that he has done so, the Directors may, thereafter, withhold payments of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Person entitled to receive and give discharge for dividend.

45. Where:

- (a) the securities of the Company are listed on an Approved Market Place; 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,

Transmission of shares from Foreign Register.

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 Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the Registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.

46. For the avoidance of doubt, notwithstanding that the Company fulfils the requirements of subparagraph (a) and (b) of Article 45, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

### CONVERSION OF SHARES INTO STOCKS

47. The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

Conversion of shares into stock and reconversion.

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| Holders of stock may transfer interests. | 48. | The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the nominal amount of the shares from which the stock arose. |
| Participation in dividends and profits.  | 49. | The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages.                                                                                                                                                                                   |
| Definition.                              | 50. | All such provisions of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder".                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

#### **INCREASE OF CAPITAL**

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| Power to increase capital.                   | 51. | The Company may from time to time, 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 paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase. |
| On what conditions new shares may be issued. | 52. | Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.                                                                                                                                                                            |

#### **ALTERATION OF CAPITAL**

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| Power to consolidate shares. | 53. | (1) The Company may from time to time by ordinary resolution - <ul style="list-style-type: none"> <li>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> </ul> |
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| <p>(b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the 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 shares from which the reduced share is derived. Any resolution whereby any share is subdivided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares; or</p> | <p>Power to sub-divide shares.</p> |
| <p>(c) 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 and diminish the amount of its share capital by the amount of the shares so cancelled.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <p>Power to cancel shares.</p>     |
| <p>(2) The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>Power to reduce capital.</p>    |

#### **GENERAL MEETINGS**

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| <p>54. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen (15) months shall lapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation.</p>                                                                                                                      | <p>General Meeting.</p>                            |
| <p>55. All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Extraordinary General Meetings.</p>             |
| <p>56. All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.</p>                                                                                                                                                                                                                                                                                                           | <p>Ordinary General Meetings.</p>                  |
| <p>57. The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 144 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.</p> | <p>Convening of Extraordinary General Meeting.</p> |

- Notice. 58. (1) Subject to the provision of the Act and agreements for shorter notice, notices convening meetings shall specify the place day and hour of the meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least one daily newspaper circulating in Malaysia and in writing to the Exchange Provided that the accidental omission to give notice to or the non-receipt of a notice by any person entitled thereto shall not invalidate the proceedings of any General Meeting.
- Record of Depositors. (2) The Company shall request the Central Depository in accordance with the Rules, to prepare and issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (3) The Company shall request the Central Depository in accordance with the Rules, to prepare and issue a Record of Depositors as at a date not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").
- (4) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
- Business to be transacted. 59. Subject always to the provisions of Section 151 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the election and remuneration of Directors, and the appointment and fixing of the remuneration of the auditors.
- Statement on proxy. 60. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and that where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Accidental omission. 61. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting.

62. A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 68 be deemed to be duly called if it is so agreed-
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
  - (b) in the case of any other 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 cent (95%) in nominal value of the shares giving a right to attend and vote.

Calling of meeting.

63. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by the Articles, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Article shall be deemed to be properly given.

Special Notice.

#### **PROCEEDINGS AT GENERAL MEETINGS**

64. All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the receipts and consideration of the profit and loss account, the balance sheet and group account (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

Routine Business.

65. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or, in the case of corporations, which are members, present by their representatives appointed pursuant to the provision of these Articles and entitled to vote shall be a quorum.

Quorum at General Meeting.

66. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within half an hour from the time appointed for holding the adjourned meeting the member or members present at an adjourned meeting shall form a quorum.

If quorum not present, meeting adjourned or dissolved.

Chairman of Board to preside at all Meetings.	67.	The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one of their own number to act as Chairman at such meeting.
Power to adjourn.	68.	The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
Resolution in writing signed by all members.	69.	A resolution in writing signed by all the members of the Company or their agents authorised in writing shall (except where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the members duly convened and held, and such resolution may consist of several documents in like form each signed by or on behalf of one or more members. In the case of a corporate body which is a member of the Company such resolution may be signed on its behalf by two (2) of its Directors or by any person (whether identified by name or by reference to the holding of any particular office) duly authorised by such corporate body by resolution of its Directors or other governing body or by Power of Attorney to sign resolution on its behalf.
Member entitled to submit resolution on giving notice thereof.	70.	Any member entitled to be present and vote at a meeting may submit any resolution to any general meeting provided that at least five (5) clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
Submission of resolution into the notice of meeting.	71.	Upon receipt of any such notice as mentioned in the last preceding Article the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting notice that such resolution will be proposed.
How question to be decided.	72.	<p>(1) At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person, by proxy, by attorney or a representative, unless a poll is demanded (before or upon the declaration of the result of a show of hands) either -</p> <p style="margin-left: 40px;">(a) by the Chairman of the meeting;</p> <p style="margin-left: 40px;">(b) by at least two (2) members present in person or by proxy, by attorney or a representative;</p>

- (c) by any member or members present in person or by proxy representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members 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 (1/10) of the total sum paid up on all the shares conferring that right.

Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

- (2) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

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| 73. | The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Article, a demand by a person as proxy for a member shall be the same as a demand by the member.                                                                                                                                                                                                      | Demand of poll by proxy.                   |
| 74. | If any votes shall have been 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 unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.                                                                 | Error in counting votes.                   |
| 75. | If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purpose of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. | Poll to be taken as Chairman shall direct. |
| 76. | Subject to Article 72 a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.                                                                                                                                                                                                                              | When poll to be taken.                     |
| 77. | 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 a poll has been demanded.                                                                                                                                                                                                                                                                                                                       | Business to be continued if poll demanded. |
| 78. | The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately.                                                                                                                                                                                                                                                                                                                                                                                         | Withdrawal of poll demanded.               |

## VOTE OF MEMBERS

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| Chairman to be have casting vote.                | 79. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall have a second or casting vote.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| How votes may be given and who can act as proxy. | 80. | <p>(1) Subject to Articles 58(2), (3) and (4) and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.</p> <p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a member or a member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.</p> <p>(3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such 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.</p> |
| Corporation representatives                      | 81. | 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 either at a particular meeting of the Company, or at all meetings of the Company or any class of members and the person so authorised shall in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation, could exercise as if it were an individual member of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Vote of lunatic member.                          | 82. | <p>(1) Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney Provided 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 (48) hours before the time appointed for holding the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

- (2) The legal personal representative of a deceased member or the person entitled under the Articles 43 to 45 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.
83. No member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. No member entitled to vote while call due to Company.
84. No objection shall be raised in respect of 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 shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. Objection to qualification of voter.
85. On a poll votes may be given either personally or by proxy or attorney and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
86. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(l)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where a member is an authorised nominee as defined under the Central Depositories Act, he may appoint at least one proxy in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. How instrument to be executed.
87. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept: Form of proxy.

#### SUNRISE BERHAD

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

This form is to be used \*in favour of the resolution.  
against

\* Strike out whichever is not desired. [Unless otherwise instructed, the proxy may vote as he thinks fit.]

Instrument appointing a proxy to be left at Company's office. 88. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

When vote valid though authority revoked. 89. A vote given in accordance with the terms of an instrument of proxy or attorney shall be invalid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority which the instrument of proxy is executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no instrument in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office 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 instrument is used.

#### **DIRECTORS**

First Directors. 90. (1) The First Directors of the Company shall be Tong Yoke Kim and Lee Lay Eng alias Lee San Ming (f) who shall hold office until the next following ordinary general meeting of the Company and shall be eligible for re-election.

Number of directors. (2) Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than fifteen (15) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. No one other than a natural person shall be a Director of the Company.

Independent directors. (3) At least two (2) Directors or one-third of the Board of Directors, whichever is higher, shall be Independent Directors. If the number of Directors is not three (3) or multiple of three (3), then the number nearest one-third shall be used for purposes of determining the requisite number of Independent Directors.

Qualification. 91. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company.

92. (1) At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3), shall retire from office. PROVIDED ALWAYS that all Directors including the Chief Executive Officer (who is also a Director) and the Managing Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
- (2) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (3) An election of Directors shall take place every year.
93. A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at a general meeting unless a notice of intention to propose his election signed by a member and a notice of his consent signed by himself have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting, Provided That in the case of a person recommended by the Directors for election nine (9) clear days' notice only shall be necessary and notice of every candidate for election shall be served on all registered holders of the shares at least seven (7) days prior to the meeting at which the election is to take place.
94. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
95. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
96. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

Rotation and retirement of Directors.

Retiring Director eligible for re-election.

How vacated office to be filled.

Voting on the re-election of more than one director.

Company may increase or reduce number of Directors.

- Alternate Director. 97. (1) A Director may appoint a person approved by a majority of his co-Directors to act as his alternate, Provided that any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director. Subject to the provisions of the Listing Requirements, an alternate Director shall not be appointed as a member of the Audit Committee.
- (2) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to these Articles, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.
- (3) Where an alternate Director is himself a Director, he shall have a separate vote on behalf of the Director he is representing in addition to his own vote.
- Directors may be removed by Ordinary Resolution. 98. 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 provisions 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 may by ordinary resolution 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.
- Power to appoint. 99. 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 addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
- Remuneration of Directors. 100. The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that
- (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;

- (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
  - (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
  - (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
101. (1) The Directors shall be entitled to be reimbursed for 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. Reimburse-ments.
- (2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Remuneration for extra services.
102. The office of Director shall, ipso facto, be vacated - Office of Director vacated in certain cases.
- (a) upon his attainment of the age of seventy (70) years, unless it has been previously approved by resolution passed by a majority of not less than three-fourths (3/4) of such members of the Company entitled to vote in a general meeting of the Company;
  - (b) if he ceases to be a Director by virtue of the Act;
  - (c) if he (not being the Chief Executive Officer or the Managing Director holding office as such for a fixed term) resigns his Office by notices in writing under his hand sent to or left at the Office;
  - (d) If he absents himself from more than 50% of the total board of Directors' meetings held during a financial year, unless an exemption or waiver is obtained from the Exchange;
  - (e) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
  - (f) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
  - (g) if he has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally; or

- (h) if he becomes prohibited from being a Director by reason of any order made under the provisions of the Act or contravenes Section 130 of the Act.

### POWERS AND DUTIES OF DIRECTORS

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| General power of Directors to manage company's business. | 103. | The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of the Memorandum and Articles of Association of the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Substantial property transaction involving Directors.    | 104. | The Directors shall not without the prior approval of the Company in general meeting -<br><ul style="list-style-type: none"><li>(a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; or</li><li>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or</li><li>(c) enter into any arrangement or transaction with a Director or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Issue of shares.                                         |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Sale/disposal of non-cash assets by Director.            |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| To borrow, mortgage, issue debentures, etc.              | 105. | <ul style="list-style-type: none"><li>(1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party Provided Always that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.</li><li>(2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.</li><li>(3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.</li></ul> |

106. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance, medical, surgical, hospitalisation scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any associated company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in general meeting. In this Article the expression "the associated company" shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.
- Power to establish and maintain pension, funds, etc.
107. The Directors may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.
- Power to appoint attorneys.
108. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine.
- Signature of cheques and bills.
109. A Director may hold any other office or place of profit under the Company (other than the office of auditor) 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 with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 131 and 132E and all other relevant provisions of the Act, the Listing Requirements and these Articles are complied with.
- Director may hold other office under the Company.

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| Director may act in professional capacity. | 110. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director of his firm to act as auditor of the Company.            |
| As to the duty and liability of Directors. | 111. | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or for any other person or cause detriment to the Company. |
| General duty to make disclosure.           | 112. | Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.                                                                                                              |

### MINUTES AND REGISTERS

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|--------------------------------------------------------------|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Minutes.                                                     | 113. | <p>The Directors shall cause minutes to be duly entered in books provided for the purpose -</p> <ul style="list-style-type: none"> <li>(a) of all appointments of officers;</li> <li>(b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;</li> <li>(c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and</li> <li>(d) of all orders made by the Directors and any Committee of Directors.</li> </ul> <p>Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.</p> |
| Keeping of registers of Directors, managers and secretaries. | 114. | The Company shall in accordance with the provisions of Section 141 of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Registrar of Companies of any change in such Register and of the date of such change in manner prescribed by that section.                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Keeping of minutes.                                          | 115. | The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office, and shall be open to the inspection of any member without charge.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Keeping of other registers.                                  | 116. | <p>The Company shall also keep at the Office, a register which shall be open to the inspection of any member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular -</p> <ul style="list-style-type: none"> <li>(a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 69L(1) and 69L(2) of the Act;</li> </ul>                                                                                                                                                                                                                                                                                                                        |

(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act.

(c) a register of options granted to persons to take up unissued shares in the Company as required under Section 68A of the Act.

### PROCEEDINGS OF DIRECTORS

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|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 117. | The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. A Director shall be deemed to be present at a meeting of Directors if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear each other.                                                                                                                                                                                                                         | Meeting of Directors.                      |
| 118. | Unless otherwise determined by the Directors from time to time, a seven (7) days notice of all Directors' meeting shall be given to all Directors and their Alternate Directors except in the case of emergency, reasonable notice shall be deemed sufficient. Notice of a meeting of Directors may be given by post, facsimile or electronic mail.                                                                                                                                                                                                                                                    | Notice.                                    |
| 119. | The quorum necessary for the transaction of the business of the Directors shall be two (2).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Quorum.                                    |
| 120. | A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors form quorum and where only two (2) Directors are competent to vote on the question at issue.            | Votes.                                     |
| 121. | The remaining Directors may continue to act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles the remaining Directors or sole remaining Director may act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company, but for no other purposes except in an emergency.                                                                                                                                                        | Directors may act notwithstanding vacancy. |
| 122. | A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Summon a Board Meeting.                    |
| 123. | The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting. | Chairman of Directors.                     |
| 124. | A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.                                                                                                                                                                                                                                                                                                                                                                                                                                     | Separate vote for alternate director.      |

Disclosure of interest in contracts, property, offices, etc.	125.	Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
Restriction on voting.	126.	No Director may vote in respect of any other contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company.
Director appointed at meeting to hold other office to be counted in the quorum.	127.	A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Section 131 and all other relevant provisions of the Act, the Listing Requirements and of these Articles.
Voting on arrangements.	128.	<p>A Director may vote in respect of -</p> <p>(a) any arrangement for giving the Director himself or any other Director any security indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.</p>

129. A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.
- Director's interest in corporation promoted by Company.

### **COMMITTEES OF DIRECTORS**

130. The Directors may establish any committees, local boards or agencies, comprising of one (1) or more persons, for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any such committee or 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 persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.
- Power to establish committees, local boards, agencies, etc.
131. The meetings and proceedings of any such Committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Article or the Listing Requirements.
- Quorum.
132. Subject to any rules and regulations made hereunder, a committee may meet and adjourn as it think proper, and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one (1)), and in the case of equality of votes, the Chairman shall not have a casting vote.
- Adjournment.
133. A committee, local board or agency may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their members to be the Chairman at the meeting.
- Election of Chairman.

## **VALIDATION OF ACTS OF DIRECTORS**

- Validation of acts by Directors.
134. All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director, local board or agency shall notwithstanding it be afterwards discovered 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 or member of such committee, local board or agency as aforesaid and had been entitled to vote.

## **CIRCULAR RESOLUTIONS**

- Resolution in writing.
135. A resolution in writing signed or approved by letter, telegram, telex or telefax by all the Directors who may be present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that
- (i) where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate; or
  - (ii) if a Director shall abstain from voting in respect of any contract or proposed contract or arrangement in which he is interested, the said Director shall not be required to sign on such resolution in writing, in which event, a resolution in writing signed by all other Directors not prohibited to vote by virtue of Article 126 and for the time being in Malaysia shall be as effective as a resolution passed at a meeting of the Directors duly convened and held. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates and sent to the Secretary by telefax transmission, provided that in such case the signatory or signatories shall have confirmed to the Secretary by telephone, that the signature or signatures thereon are genuine.

## **SIGNATURES**

- Signatures.
136. For the purpose of these Articles, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:-
- (a) a holder of shares;
  - (b) a director;
  - (c) an alternate director;
  - (d) in the case of a corporation, which is a holder of shares, its directors or secretary or a duly appointed attorney or duly authorized representative;
- shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

## CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

137. (1) The Directors may from time to time appoint any one or more of their body to be-
- (a) Chief Executive Officer; and/or
  - (b) Managing Director.
- (2) Any such appointment shall be for such period not exceeding three (3) years subject to reappointment and on such terms as they think fit, and may vest in such Chief Executive Officer and/or Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The Chief Executive Officer and the Managing Director shall be subject to the control of the Board of Directors.
138. The remuneration of the Chief Executive Officer and the Managing Director shall subject to the terms of any agreement entered into in any particular case be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.
139. The Chief Executive Officer and the Managing Director shall and subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if they cease to hold the office of Director from any cause shall ipso facto and immediately cease to be Chief Executive Officer or Managing Director, as the case may be.

Power to appoint Chief Executive Officer and Managing Director.

Remuneration of Chief Executive Officer and Managing Director.

Resignation and removal of Chief Executive Officer and Managing Director.

## ASSOCIATE DIRECTORS

140. The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

Appointment of Associate Directors.

## THE SECRETARY

141. The Secretary or Joint Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Joint Secretaries so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.

Appointment of Secretary.

## **SEAL**

The Common Seal. 142. The Directors shall provide for the safe custody of the Seal, which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time (subject to the provisions of Article 16 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to Article 16) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose PROVIDED ALWAYS that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.

The Share Seal. 143. The Company may also have a share seal pursuant to Section 101 of the Act. The share seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures as defined in the Act, or other marketable security created or issued by the Company.

## **SEAL FOR USE ABROAD**

Power to have a Seal for use abroad. 144. The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register.

## **RESERVES**

Power to carry profits to reserve. 145. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of these Articles) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits, which they may think prudent not to divide.

## **DIVIDEND**

Application of profits. 146. The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly.

147. Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bear interest against the Company and no dividend shall be paid in excess of the amount recommended by the Directors. Dividend payable out of profits.
148. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly. Declaration of dividends.
149. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. Payment of interim dividends.
150. (1) The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Debts to be deducted.
- (2) The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares 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.
151. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated, as revenue and it shall not be obligatory to capitalise the same or any part thereof. Capitalisation of profits.

- Dividends may be retained. 152. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.
- Unclaimed dividends. 153. All dividends unclaimed for one (1) year after having been declared may be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.
- Transfer not to affect right to dividend declared before registration. 154. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer Provided That any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules.
- Despatch of dividend. 155. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant and sent through the post directed to the registered address of the holder to such person and to such address as the holder may in writing direct or, if several persons are entitled thereto in consequence of the death, bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.
- Dividend in specie. 156. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock 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 the distribution the Directors may settle the same as they think expedient and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment 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 trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

## CAPITALISATION OF PROFITS

157. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or 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 such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
158. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized 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 or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on the existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Capitalisation of profits.

Appropriation of profits.

## ACCOUNTS

159. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no. member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 167(4) of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

Accounts to be kept.

- Presentation of accounts.
160. The Directors shall from time to time in accordance with Section 169 of the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting such audited accounts, the directors' and auditors' reports. The interval between the close of a financial year of the Company and the issue of annual audited accounts, directors' and auditors' reports relating to it shall not exceed four (4) months. A copy of each such documents shall not more than six months after the close of the financial year and not less than twenty-one (21) days before the meeting be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware 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.
161. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

#### **AUDIT**

- Audit.
162. Auditors shall be appointed in accordance with Sections 8 and 9 of the Act and their duties regulated in accordance with Sections 172 to 175 of the Act.
- Appointment of Auditors.
163. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting, which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting, which concerns the auditors.

#### **LANGUAGE**

- Accounts to be kept in English or Malay language.
164. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or in the English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required by the Act to be kept.

## **DESTRUCTION OF DOCUMENTS**

165. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that -
- Destruction of documents.
- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
  - (b) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
  - (c) reference in this Article to the destruction of any document include references to its disposal in any manner.

## **AUTHENTICATION OF DOCUMENTS**

166. (1) 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 kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
- Authentication of documents.
- (2) A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 166(1) above, 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.
- Certified documents to be conclusive evidence.

## NOTICES

- How notice to be served to members
167. (1) A notice or other document shall be served by the Company to any member or Director, as the case may be, either personally or by sending it by post to him at his registered address, or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. If the registered address of any member is outside Malaysia, the notice shall be forwarded by airmail or any speedier form of transmission. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (2) A notice or other document may also be served by the Company or the Secretary on any member or Director by transmitting it by telefax or by telex with confirmed telex answerback (with postage prepaid air mail confirmation) to such member or Director at the telex number of such member or Director appearing in the Register or the Register of Directors or specified by such member or Director to the Company or the Secretary as such member's or Director's telex number for the time being in the case of telex messages and at the telefax number appearing in the Register and/or Record of Depositors or the Register of Directors or specified by such member or Director to the Company or the Secretary as such member's or Director's telefax number for the time being in the case of telefax messages.
- Transfer to be bound by prior notices.
168. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share. Provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, 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 within Malaysia for the service of notices, 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 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 claiming through or under him) in the share.
- Notices valid though member deceased.
169. Subject always to the provisions of Article 167, any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal representatives.
- Notice to be given to members and auditors.
170. (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to –
- (a) every member;

- (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) the Exchange.
- (2) Save as otherwise provided in these Articles or in the Act no other person shall be entitled to receive notice of general meetings.
- (3) Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

### WINDING UP

171. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of, any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. Distribution of assets.
172. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply - Distribution of assets in specie.
- (a) if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
  - (b) If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
173. 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 (7) days before the meeting at which it is to be considered. Liquidator's remuneration subject to ratification by members.

## **SECURITY CLAUSE**

- Secrecy clause. 174. Save as may be provided by the Act, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members of the Company to communicate to the public.

## **INDEMNITY**

- Indemnity. 175. Subject to the provisions of the Act, every Director, managing Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

## **RECONSTRUCTION**

- Reconstruction. 176. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company; and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 270 of the Act as are incapable of being varied or excluded by these Articles.

## ALTERATION OF ARTICLES

177. These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the Exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.
- Amendments to Articles approved by the Exchange.

## EFFECT OF THE LISTING REQUIREMENTS

178. (i) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (ii) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (iii) 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).
- (iv) 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.
- (v) If the Listing Requirement require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (vi) 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.
- Effect of the Listing Requirements.

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**Names, Addresses & Description of Subscribers**

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TONG YOKE KIM  
1, Road 57 B  
Petaling Jaya

*Merchant*

LEE LAY ENG @ LEE SAN MING (f)  
9 Road 5/21  
Petaling Jaya

*Housewife*

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Dated this 23rd day of February, 1968.

Witness to the above signatures: -

YEE PAK CHEE  
*Accountant*  
61 Jalan Klyne  
Kuala Lumpur