

THE COMPANIES ACT, 1965
MALAYSIA

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MAGNUM BERHAD
(COMPANY NO. 24217-M)

Incorporated on the 18th day of August, 1975

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MAGNUM BERHAD

- I. The name of the Company is MAGNUM BERHAD.
- II. The Registered Office of the Company will be situated in Malaysia.
- III. The Objects for which the Company is established are:-

(1) (a) To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial cooperation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon.

Amended by Special Resolution passed on 31 May 1994

(b) To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or related companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or related companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith.

Amended by Special Resolution passed on 31 May 1994

(c) To co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed.

Amended by Special Resolution passed on 31 May 1994

(d) To organize, incorporate, reorganise, float, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.

Amended by Special Resolution passed on 31 May 1994

- (e) To purchase or otherwise acquire and to sell exchange surrender lease mortgage charge convert turn to account dispose of property and rights of all kinds and in particular, mortgages, debentures, produce, concession options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business and industrial concerns and undertakings, and claims, privileges, and choses in action of all kinds.
- (f) To become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for this Company or in which this Company is interested or with which it is related, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness.
- (g) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein.
- (h) To carry on business as financiers, industrialists, concessionaires and merchants, and to undertake and carry on and execute all kinds of financial trading commercial industrial and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realization of or render profitable any of the property or rights of the Company.
- (2) To own, carry on and run all or any of the business of sawmillers, sawmill proprietors, woodcutters, logging operators, timber merchants, timber growers, and to buy, sell, grow, manipulate, import, export timber and wood of all kinds and articles of all kinds in the manufacture of which timber or wood is used and also businesses of foresters, lumberers, charcoal burners and charcoal dealers, in Malaysia, and elsewhere.
- (3) To carry on business as forest licensees and exploiters, lumberman, timber growers and merchants, and to grow, fell, collect, deal in logs, wood and all other similar produce of all kinds, and description, and to apply for, take on lease or licence, buy or otherwise, acquire, hold and work, forest rights and timber estates, and to clear, plant and work such rights and estates, and to do all such acts and things as are necessary or in connection therewith.

**Amended by Special
Resolution passed
on 31 May 1994**

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- (4) To prospect for, explore, develop and work all kinds of mines and mining properties.
- (5) To search for ores and minerals, mine and grant licences for mining in or over any lands which may be acquired by the Company and to lease any such lands for building or agricultural use, and to sell or otherwise dispose of the lands, mines or other property of the Company.
- (6) To carry on the business of a mining, smelting and refining Company, and as auxiliary thereto to purchase or hire vessels, to purchase or erect buildings and works, and to construct or contribute to the construction of piers, wharves, docks, railways and tramways.
- (7) To purchase, take on lease or in exchange, or otherwise acquire any lands and buildings in Malaysia, Singapore or elsewhere, and any estate or interest in, any rights connected with, any such lands and buildings.
- (8) To develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (9) To construct, maintain, improve, develop, work, exploit, control and manage buildings and erection of all kinds, bridges, culverts, water-works, gasworks, petrol and service stations, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worships, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences, which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist to take part in the construction, maintenance, development, working, control and management thereof.
- (10) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, hardware and other building requisites, brick and tile and terra cotta makers, jobmasters, carriers, licensed victuallers, real estate and house agents.
- (11) To apply for, accept and receive, surrender and renounce any licence for forest rights, titles to land, grants for land, certificates of title, leases for land, mukim extracts concession, permits and such other instruments, documents, rights, privileges, licences or permission and such renewals thereof as may seem expedient.

- (12) To acquire by purchase, lease, exchange, hire or otherwise by way of investment or with a view to resale or otherwise any lands and hereditaments of any tenure or any other form of real or personal property, rights or privileges or any interest in the same or any mortgages, shares securities; to sell, lease, let, mortgage, charge or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company; to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (13) To purchase and sell freehold or other house property, buildings or lands or any share or shares, interest or interests therein and to transact on commission or otherwise the general business of land, house and real estate agents.
- (14) To purchase or otherwise acquire for investment or resale, and to traffic in lands, houses, flats, plantations, and immovable property of any description or any interest therein, and to create, sell and deal in freehold and leasehold ground rents and generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise, with property of every description, whether immovable or movable real or personal and whether for valuable consideration or not.
- (15) To undertake or direct the management of property, lands, and estate of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise.
- (16) To construct, maintain, improve, develop, work, exploit, control, and manage any waterworks, gasworks, reservoirs, roads, goods for passenger carrying service electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, reading rooms, stores, shops, places of amusement, dairies, pleasure grounds and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction maintenance development control and management thereof.
- (17) To lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company.

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- (18) To invest at interest on the security of immovable property or any interest therein or on the security of any kind and generally to lend and advance money with or without security upon such terms as may be arranged.
- (19) To sell, improve, maintain, repair, alter, manage, develop, exchange, mortgage or otherwise charge, lease, demise or hire, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (20) To consolidate, connect, or sub-divide any of the properties of the Company and to lease or dispose of the same.
- (21) To carry on the business as house agents, land and estate agents, insurance agents, brokers and commission agents.
- (22) To acquire and purchase of any lands, houses, and other immovable property, stocks, shares, and other securities, and other personal or real property of every description.
- (23) To undertake and carry into effect all such financial, commercial, trading or other operations or business in connection with the objects of the Company.
- (24) To construct, establish, maintain, execute, carry out, equip, improve, work, develop, administer, manage, or control, in Malaysia and elsewhere, public or private works and conveniences of all kinds which expression, in this Memorandum, includes roads, ways, railways, tramways, docks, harbours, bridges, piers, wharfs, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas electric light, telephonic, telegraphic, and power supply works, quarries, crushing works, hydraulic works, rice, oil and other mills, smelting works, furnaces, cold storage depots, ice and other factories, abattoirs, slaughter-houses, tanneries, viaducts, exchanges, mints, transport and postal arrangements, shops, hotels, houses, stores, warehouses, churches, chapels, stations, towns, villages, settlements, markets and public or private buildings, and all other works or conveniences of public or other than public utility, and to contribute to, assist in the carrying out, establishment, construction, maintenance, improvement, management, working, control, or superintendence of the same.
- (25) To cultivate tea, pineapple, rubber, coffee, sugar, gambier, pepper, coconut palms, oil palms, cotton, cinnamon, bananas, mangosteens, rambutans, papayas, durians, padi, rice, tobacco, and all other fruits, cereals, spices and produce and to carry on the business of planting in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other produce of the soil, to prepare, manufacture, can and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by whole-sale or retail.

- (26) To purchase, take on lease, or in exchange, or on grant from the State or any other authority, or otherwise acquire, hold and work any lands producing pineapple and other produce, or suitable for the planting, cultivation and growth of such produce and any concession, rights, powers, and privileges over such lands.
- (27) To carry on any other business (whether similar to any of the abovementioned business or not) which may seem to the Company capable of being conveniently carried on in connection with the abovementioned business or any of them or calculated directly or indirectly to enhance the value of or rendered profitable any of the Company's business, property or rights.
- (28) To enter into any partnership or arrangement in the nature of a partnership, corporation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (29) To purchase, take on lease, or otherwise acquire, any mines, mining rights, and metalliferous or auriferous lands in Singapore, Malaysia, Thailand or elsewhere and any interest therein, and to explore, work, exercise, develop and turn to account the same including power to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any **of the Company's objects and to buy, sell, manufacture, and deal** in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or required by labourers, workmen and others employed by the Company.
- (30) To carry on all or any of the businesses of drapers and furnishing and general warehousemen, silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, haberdashers, hosiers, manufacturers, importers, and wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dress makers, tailors, hatters, clothiers, outfitters, glovers, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers, and wholesale and retail dealers of and in leather goods, household, furniture, ironmongery, turnery and other household fittings and utensils, ornaments, stationery and fancy goods, dealers in provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.
- (31) To carry on all or any of the businesses of undertakers, coach and carriage builders, saddlers, auctioneers, houseagents, land and estate agents, insurance agents, brokers, cabinet makers, upholsters, furniture removers,

owners of depositories, warehousemen, storekeepers, warehouse keepers, manufacturers of and dealers in hardware, jewellery, plated goods, perfumery, and articles required for ornament, recreation, or amusement, gold and silversmiths, dealers in musical instruments, manufacturers of and dealers in bicycles, tricycles and motor vehicles, and also refreshment contractors, restaurant keepers, hotel, boarding and lodging-house keepers, letters of furnished or unfurnished houses, flats or apartments, with or without servants or other accessories or conveniences, licensed victuallers, brewers and maltsters, wine and spirit distillers, stock owners and breeders, farmers, dairymen, market gardeners, nurserymen, and florist.

- (32) To carry on all or any of the businesses of advertising contractors and agents publishers of directories and bill-posters, bakers and confectioners, proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings, stationers, printers, and newsagents, stem and general laundry proprietors, manufacturers of and wholesale and retail dealers in aerated and mineral waters, and other liquors, biscuits and sweets, bricks, tiles, marble and cement, ice, paper, ink, tobacco, cigars, cigarettes, matches, paints, soap, radio and television sets and equipment and rubber goods, proprietors, operators, and managers of terrestrial, subterrestrial and aerial conveyances, theatres, cinemas, picture-palaces, concert-halls, circuses and places of amusement and/or entertainment.
- (33) To carry on in Malaysia or elsewhere the business of operating buses, lorries and vehicles of all kinds and all or any other public or private conveyances and on such lines and routes as the Company may think fit and to transport goods, Government Mail and passengers and generally to carry on the business of common carriers
- (34) To sell or dispose of the undertaking, property and assets of the Company or any other part thereof at such time in such manner and for consideration as may be thought fit.
- (35) To carry on business as tourist agents and contractors and to facilitate travelling and to provide for tourist and travelling or promote the provision of conveniences of all kinds in the way of through tickets, return tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry business, libraries, lavatories, reading rooms, baggage transport and any other thing connected with travel service.
- (36) To carry on any other trade or business which can, in the opinion of the Board of Directors of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly **to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.**

- (37) To purchase, take in exchange, or on lease, rent, hire, occupy or otherwise acquire any freehold, leasehold or other property and any lands, shops, warehouses, showrooms, offices, buildings, premises, machinery, plant, stock-in-trade, any easements of other rights or interests in any land, buildings, and premises or any other real or personal property which the Company may think necessary or convenient for the purposes of its business and as to any real property either in consideration of gross sum or of a rent charge or on perpetual chief rent or partly in one way and partly in another.
- (38) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description.
- (39) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (40) To lend money to any person, firm, corporation or company, and on such terms and on such security as may seem expedient or without any security and in particular to members of customers and others having or likely to have dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (41) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business, or of any subsidiary company or the dependants of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or subsidiary companies or not and any club or other establishment calculated to advance the interest of the Company or of the persons employed by the Company or its predecessors in business or subsidiary companies.
- (42) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instrument or securities.
- (43) To invest and deal with the moneys of the Company not immediately required in such investments and in such manner as may from time to time be determined.

**Amended by Special
Resolution passed
on 31 May 1994**

- (44) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (45) To purchase, take on lease or in exchange hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of movable and immovable property of all kinds and in particular lands, buildings, hereditaments, and easements, ship-building, agricultural, manufacturing, mining, industrial and other business concerns and undertakings, mortgages, charges, annuities, patents, patent rights, trade marks, copyrights, licences, or any secret or other process or information as to any invention or otherwise, funds, tolls, grants, charters, concessions, leases, contracts, options, policies, book debts and claims, and any interest in movable or immovable property, and any claims against such property or against any person or company, and to finance and carry on any business concern or undertaking so acquired.
- (46) To apply for, purchase or otherwise acquire, and protect, prolong, and renew, whether in Malaysia or elsewhere, any patents, patent rights, brevets **d'invention**, licences, concessions, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture under, or grant licences or privileges in respect of or otherwise turn to account the property, rights or information so acquired and to subsidise, take part in or assist experiments, investigations and researches likely to prove beneficial to the Company.
- (47) To lease, sublease or sublet all or any of the property of the Company, both real and personal, movable and immovable, and to cancel or accept surrender of any lease, subleases and other rights or privileges and generally to deal in any of the property of the Company as may be deemed expedient.
- (48) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stocks or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interest or principal of any securities issued by or any other obligation of any company promoted by this Company or in which this Company may be or may be about to become interested and to acquire or otherwise take and hold shares in any other company or companies having objects similar to those of this Company.

- (49) To insure all or any of the buildings, engines, gear, plant, machinery, shops, offices, warehouses, showrooms, stock-in-trade, windows or other assets of the Company or in which the Company is interested in any manner loss or damage by or as a consequence of fire, dry rot, tempests, explosions, breakdowns, breakages, or otherwise, or by reason of the employment of any workpeople, servants, agents or clerks.
- (50) To adopt such means of making known the goods and products of the Company, as may seem expedient and in particular by, advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, and by publication of books and periodicals, and by granting prizes, rewards and donations.
- (51) To enter into any arrangement with any authorities, municipal, local, or otherwise, that may seem conducive to the Company's object, or any of them, and to obtain from any such authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (52) To appoint from time to time either with full or restricted power of subdelegation and either with full or without remuneration agents, attorneys, local or managing directors or other persons or corporations under power of attorney or otherwise within or outside Malaysia for the purpose of carrying out and completing all or any of the objects of the Company as mentioned in this Memorandum of Association and of arranging, conducting or managing the business or businesses of the Company or any matter or concern whatsoever in which the Company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have, and to delegate such powers of appointment to any person or persons, Company or Corporation and from time to time to revoke and cancel all or any such appointment or delegations and to remove any person or corporation appointed thereunder.
- (53) To act as general or special agents or managers, or managing agents, in any place for any person, public body or Company and to provide services of any kind including the carrying on of advisory, consultancy and brokerage business.
- (54) To obtain, or in any way assist in obtaining any ordinance, enactment or any legislative authority, for enabling this or any other company to carry any of its object into effects, or for effecting any modification of this or any other **Company's** constitution, or for any other purpose, and to oppose any legislation, proposals, proceedings, schemes or applications whether indicated in this paragraph or not which may seem calculated directly or indirectly to prejudice this or any other company, and to procure this or any other company to be legalised, registered or

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incorporated, if necessary, in accordance with the laws of any country or state in which it may, or may propose to carry on operations.

- (55) To enter into partnership or any arrangement for sharing profits, union of interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company, or calculated to advance its interests, and to acquire and hold shares, stock or securities of any such Company.
- (56) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (57) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of any such other company, or in any other manner.
- (58) To improve, manage, develop, sell, transfer, exchange, lease, underlease, surrender or otherwise deal with, dispose of, or turn to account all or any part of the real or personal property, and effects for the time being of the Company in such manner, on such terms and for such purpose as the Company think fit and as to any sale of real property either in consideration of a gross sum or of a rent charge or partly in one way and partly in the other and to sell, transfer, or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (59) To accept payment for any property or rights, sold or otherwise disposed of with by the Company either in cash, by instalments or otherwise, or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.
- (60) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or of any subsidiary company, or in or about the formation or promotion of the Company or of any

subsidiary company, or the conduct of its business, and to pay the preliminary expenses of the Company or of any subsidiary company.

- (61) To distribute among the members in specie any property of the Company.
- (62) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (63) To do all such other things as are incidental or as the Board of Directors may think conducive to the attainment of the above objects or any of them.
- (64) To carry on business as quarry masters, marble and stone merchants and to buy, sell, get, work, shape, hew, carve, polish crush and prepare for market or use marble and stone of all kinds.
- (65) To pursue all or any of the trades or businesses of ship agents, warehousemen and ship-chandlers, land and house brokers, pawn-brokers, insurance and estate agents, auctioneers and contractors, restaurant keepers, lodging-house keepers, wine and spirit merchants, brewers, proprietors and managers of theatres, cinemas, picture palaces and concert halls, tourist agents, dealers in ironware and metal goods, hardware, crockery, cutlery, gold, silver and plateware, carriers, forwarding agents, building contractors, timber merchants, rubber millers, sawmill owners, brick tile manufacturers of all commodities, miners, planters, farmers, dairymen, property dealers, and to carry on any other business or businesses which can be conveniently carried on in connection with any of the abovenamed businesses in Singapore and Malaysia and in any part of the world.
- (66) (a) To establish and support or to aid in the establishment and or support of and to make donations or subscriptions to or to subsidize any whatsoever associations, funds, institutions, place of worship, school, society or any other body or party having or for any objects or purposes whatsoever.
- (b) To make contributions and donations and in any other manner to give aid, assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.
- (67) To carry on the business of producers, refiners, storers, suppliers, distributors of petroleum products in all its branches and to run, manage and operate service stations.
- (68) To carry on business as producers, distributors, suppliers and commission agents of film products and to buy, sell, get and manufacture film projectors and all other cinema equipment.

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Resolution passed
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- (69) The objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this Clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

IV. The liability of the members is limited.

V. The Share Capital of the Company is RM10,000,000,000/- divided into 10,000,000,000 Shares of RM1.00 each.

Amended by Special Resolution passed on 31 May 1994

The Company shall have power by special resolution from time to time to increase subdivide consolidate or reduce such capital and to divide the shares forming the capital, (original, increased or reduced) into several classes and to attach thereto respectively any preferential, deferred or other special or qualified rights privileges conditions or restrictions as to dividends repayment of capital voting or otherwise.

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

Names, Addresses and Description of Subscribers		Number of Shares taken by each subscriber
DATUK LEE LOY SENG, (I/C No.1039485) 11, Gopeng Road, Ipoh.	Company Director	ONE
DATUK TAN CHENG SWEE, (I/C No.1626631) 16 Jalan Bukit China, Melaka.	Banker	ONE
DATUK WONG SENG CHOW, (I/C No.4176956) 312, Jalan Bukit Rasah, Seremban.	Solicitor	ONE
MR CHOO CHING HWA, (I/C No.4034488) 2-C, Jalan Air Jerneh, Kuala Terengganu, Trengganu.	Public Accountant	ONE

Dated this 9th day of August, 1975

Witness to the above signatures :

LIM HOON NAM,
Choo Brothers & Co.,
67, Jalan Ampang,
Kuala Lumpur.

THE COMPANY ACT, 1965

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution dated 31st day of May 1994)

OF

MAGNUM BERHAD

TABLE "A" EXCLUDED

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

INTERPRETATION

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

Words		Meanings	Definitions
The Act	The Companies Act, 1965, or any statutory modification, amendment or re-enactment thereof for the time being in force.	
These Articles	These Articles of Association as originally framed or as altered from time to time by Special Resolution.	
The Company	Magnum Berhad (24217-M)	Amended by Special Resolutions passed on 25 June 2001 and 5 December 2012
The Directors	The Directors for the time being of the Company.	
The Office	The registered office for the time being of the Company.	
The Register	The register of members to be kept pursuant to the Act.	
The Secretary	Any person appointed to perform the duties of the Secretary of the Company for the time being.	

The Seal	The Common Seal of the Company.	
Exchange / Stock Exchange	Bursa Malaysia Securities Berhad or any other Stock Exchange on which the Company is listed.	Amended by Special Resolutions passed on 7 December 1995 and 27 June 2007
Markets Days	Any days on which there is official trading on the Exchange.	
Member	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors whose names appear on the Record of Depositors.	Amended by Special Resolutions passed on 7 December 1995 and 27 June 2007
Central Depository	Bursa Malaysia Depository Sdn Bhd (165570-W) including any further change to its name	Amended by Special Resolution passed on 27 June 2007
Central Depository Act	The Securities Industry (Central Depositories) Act, 1991, including any modification, amendment or re-enactment thereof for the time being in force.	Amended by Special Resolution passed on 7 December 1995
Depositor	A holder of securities account as defined in the Central Depositories Act.	Amended by Special Resolution passed on 7 December 1995
Deposited Security	A security in the Company standing to the credit of a securities account as defined in the Central Depositories Act and subject to the provisions of the Central Depositories Act and the Rules.	Amended by Special Resolutions passed on 7 December 1995 and 25 June 2001
Record of Depositors	A record provided by Central Depository to the Company under Chapter 24.0 of the Rules of the Central Depository.	Amended by Special Resolution passed on 7 December 1995
Rules	The Rules of the Central Depository.	Amended by Special Resolution passed on 7 December 1995
Approved Market Place	[Deleted]	Amended by Special Resolution passed on 27 June 2007
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.	Amended by Special Resolution passed on 25 June 2001

Listing Requirements	Listing Requirements of Bursa Malaysia Securities Berhad including any amendment thereto that may be made from time to time	Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007
Securities	Any debenture, note, stock and share in the Company and includes any right or option in respect thereof, any interest as defined in Section 84 of the Act and any interest in a unit trust scheme.	Amended by Special Resolution passed on 25 June 2001
Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.	Amended by Special Resolution passed on 25 June 2001

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing the persons shall include corporations and companies.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

Expressions in Act Defined to Bear Same Meaning in Articles

SHARE CAPITAL AND VARIATION OF RIGHTS

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| 3. | Without prejudice to any special rights previously conferred on the holders of any exiting shares but subject to the Act and to these Articles, shares in the Company may be issued by the Directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Directors, subject to any ordinary resolution of the Company, may determine. | Power to Issue Shares with Special Rights |
| 4. | All new issues of Securities for which listing is sought shall be by way of crediting the securities accounts of the allottees with such securities with the Central Depository or the authorized depository agent (as the case may be), save and except where the Company 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 provision. 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. | New Issue of Securities to be credited to securities account

Amended by Special Resolution passed on 25 June 2001 |

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions :-

Allotment of Shares

- (i) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (ii) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per cent (5%) of the nominal amount of the share;
- (iii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same;
- (iv) except in the case of an issue of securities on a pro-rata basis to all Members, every issue of shares, options or convertible securities to employees, Directors, major shareholders or persons connected with any Director or major shareholder of the Company shall be approved by the Members in general meeting and no Director, major shareholder or person connected with any Director or major shareholder shall participate in such issues of shares unless :-
 - (a) the Members in general meeting have approved of the specific allotment to be made to such Director, major shareholder or person connected with such Director or major shareholder; and
 - (b) in the case of a Director, such Director 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 any issue of shares pursuant to a public issue or public offer or special issue, such participation to be approved by the relevant authorities.

Amended by Special Resolution passed on 25 June 2001

6. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith.

Rights of Preference Shareholders

Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007

Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or **winding up, disposing of the whole of the Company's property**, business and undertaking, or where any resolution to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.

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| 7. | Notwithstanding Article 9 hereof the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting. | Repayment of Preference Capital |
| 8. | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply. | Modification of Class Rights |
| 9. | 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 participation in the profits or assets of the Company in some or in all respects pari passu therewith. | Ranking of Class Rights |
| 10. | The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. | Commission on Subscription of Shares |
| 11. | 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 share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 of the Act and may charge the same to capital as part of the cost of the plant construction of the works or buildings or the provision. | Interest on Share Capital During Construction |

12. Except as required by law, and as provided under the Rules, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or (except only as by these Articles, the Rules or by law otherwise provided) any other right in respect of any shares except an absolute right to the entirety thereof in the registered holder.

Trust not to be Recognized

Amended by Special Resolution passed on 7 December 1995

CERTIFICATES

13. The Company must allot and/or issue securities, despatch notices of allotment to the allottees and make an application for the quotation of such securities in the following manner :-
- (i) in respect of a bonus issue, within eight (8) market days after the books closing date or such other period as may be prescribed or allowed the Exchange;
 - (ii) in respect of a share scheme for employees, within eight (8) market days after the date of receipt of a notice of the exercise of the option together with the requisite payment or such other period as may be prescribed or allowed by the Exchange;
 - (iii) in respect of rights issue, within eight (8) market days after the final applications closing date or such other period as may be prescribed or allowed by the Exchange;
 - (iv) in respect of conversion or exercise of convertible securities, within eight (8) market days after the date of receipt of subscription form together with the requisite payment or such other period as may be prescribed or allowed by the Exchange;

Allotment of securities, despatch of notices / certificates etc

Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007

and deliver to the Central Depository the appropriate certificates in such denominations as may be specified by the Central Depository registered in the name of the Central Depository or its nominee company. Every certificate shall be issued under the Seal and bear the signatures or the autographic signatures reproduced by mechanical, electronic and/or any other means of one Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon.

14. Subject to the provisions the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, Central Depository or its nominee company, purchaser member company of any Exchange on which the Company is listed or on behalf of its/their clients as the Directors shall require and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum per certificate as the Directors may from time to time determine and which the Company may be permitted by law and by the Stock Exchange governing the Register

New Certificate may be Issued

Amended by Special Resolutions passed on 7 December 1995 and 25 June 2001

concerned plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. In case of the destruction, loss or theft of a share certificate a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay the Company all expenses incidental to the investigation by the Company of the evidence of such destruction loss or theft.

LIEN

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| 15. | The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all money due and unpaid in respect of that share and the Company shall be entitled to charge interest thereon not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine and the Company shall also have a first and paramount lien on every share (other than a fully paid share) registered in the name of a Member or a deceased Member for such amounts as the Company may be called upon by law to pay in respect of that share. The Company's lien, if any, on a share shall extend to all dividends payable thereon. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. | Company's Lien on Shares |
| 16. | 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 a 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. | Lien may be Enforced by Sale of Shares |
| 17. | To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the holder of such share or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company. | Directors may Effect Transfer |
| 18. | The proceeds of the sale after payment of the amount of interest and costs relating to the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall 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. | Application of Proceeds of Sale |

CALLS ON SHARES

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| 19. | The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall be payable at less than one | Directors may Make Calls |
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(1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen **(14) days' notice specifying the time or times and place of payment**) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

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| 20. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege 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). | Effective Date of Call

Amended by Special Resolution passed on 25 June 2001 |
| 21. | If a sum called in respect of shares 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 eight per cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. | Interest on Unpaid Calls |
| 22. | Any sum which by the terms of issue of a share is payable on allotment or any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified. | When Calls Deemed Made |
| 23. | The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls. | Difference in Calls |
| 24. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. | Capital Paid in Advance of Calls |

INFORMATION ON SHAREHOLDING

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| 25. | (1) The Company may by notice in writing require any Member of the Company within such reasonable time as is specified in the notice :-

(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and | Information of Shareholding

Amended by Special Resolution passed on 25 June 2001 |
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- (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.
- (2) Where the Company is informed in pursuance of a notice given to any person under sub-section (1) hereof or under this sub-section that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice :-
- (a) to inform the Company whether he holds that interest as beneficial owner, Authorised Nominee or as trustee; and
- (b) if he holds it as trustee or Authorised Nominee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.

Member to inform Company

TRANSFER OF SHARES

26. The transfer of any listed security or class of listed security 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.
27. Subject to the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully paid securities except where required by law.
28. (1) The Central Depository may, in its absolute discretion, refuse to register any transfer of Depository Security where the reason for the transfer does not fall within any of the approved reasons provided for in the Rules or that does not comply with the Central Depositories Act and the Rules.

Transfer of Securities

Amended by Special Resolution passed on 25 June 2001

No restriction on the transfer of fully paid securities

Amended by Special Resolution passed on 25 June 2001

Refusal to Register

Amended by Special Resolution passed on 25 June 2001

- (2) Neither the Company nor the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties or registered by the Central Depository, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although transferred, 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 shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees 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 hereto.
- Amended by Special Resolution passed on 25 June 2001
29. The Company may require the Central Depository to suspend the registration of transfers at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. Ten (10) market days' notice, or such other period as may from time to time be specified by the Stock Exchange governing the Register concerned, of intention to close the Register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the period and purpose or purposes for which the Register is being closed. At least three (3) market days prior notice or such other period as may from time to time be specified by the Central Depository shall be given to the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice or such other periods as may from time to time be specified by the Central Depository shall be given to the Central Depository.
- Suspension of Registration
- Amended by Special Resolutions passed on 7 December 1995, 25 June 2001 and 27 June 2007
30. Subject to the provisions of these Articles the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.
- Renunciation

TRANSMISSION OF SHARES

31. In the case of the death of a Member, the legal representative(s) of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share which had been held by him.
- Death of Member
- Amended by Special Resolution passed on 25 June 2001
32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have person nominated by him registered as the transferee thereof, but the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or
- Share of Deceased or Bankrupt Member
- Amended by Special Resolutions passed on 7 December 1995 and 25 June 2001

bankruptcy. Provided always that subject to the Rules, a transfer of the share may be carried out by the person becoming so entitled.

33. If the person so becoming entitled elects to be registered himself, he shall notify the Central Depository in writing in accordance with the Rules. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share in accordance with the Rules. All limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer signed by that Member.
34. Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.
35. Where :-
- (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with section 14 of the Central Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities, the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

Notice of Election

Amended by Special Resolution passed on 25 June 2001

Person Entitled may Receive Dividends Etc.

Amended by Special Resolution passed on 25 June 2001

Transmission of securities from Foreign Register

Amended by Special Resolution passed on 27 June 2007

FORFEITURE OF SHARES

36. If any Members fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, not exceeding eight per cent (8%) per annum or any other rate as the Directors shall determine which may have accrued.
37. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made and shall state that in the event of non-payment at or before the time and place appointed the shares in respect of which the call was made will be liable to be forfeited.

Notice Requiring Payment

Particulars of Notice

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| 38. | If the requirements of any such notice as aforesaid are not complied with any share in respect of which the 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. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. A notice of forfeiture shall be sent to the Member within fourteen (14) days of the forfeiture. | Forfeiture |
| 39. | A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal. | Directors may Sell Shares or Cancel Forfeiture |
| 40. | A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of ten per cent (10%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. | Liability of Member in respect of Forfeited Shares |
| 41. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. | Evidence of Forfeiture |
| 42. | The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs. | Proceeds of Sale |
| 43. | 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 share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. | Non-Payment of Any Sum Pursuant to the Issue of a Share |

CONVERSION OF SHARES INTO STOCK

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| 44. | The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock or re-convert any stock into paid up shares of any denomination. | Conversion by Ordinary Resolution |
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45. The holders of the stock may transfer the same, or any part thereof in the same manner and subject to the same Articles as and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

Transfer of Stock

46. The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges, and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that right, privilege or advantage.

Rights of Stockholders

47. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Definition

INCREASE OF CAPITAL

48. 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 and 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 by the resolution authorising such increase directs.

Power to Increase Capital

49. Subject to any direction to the contrary that may be given by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise 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.

Offer of Unissued Original Shares and New Shares

Amended by Special Resolution passed on 25 June 2001

50. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.
- New Shares to Rank with Original Shares

ALTERATION OF CAPITAL

51. The Company may by ordinary resolution :-
- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (iii) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares and;
- (iv) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
52. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorization, and consent required by law.
- Power to Alter Capital
53. Subject to the provisions of the Act, the Company may purchase its own shares and make payment in respect of the purchase of its own shares on such date(s), terms and manner as may be determined from time to time by the Directors and that any shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of the Stock Exchange and / or any other relevant authority.
- Purchase by the Company of its Own Shares
- Amended by Special Resolution passed on 25 June 2001**

GENERAL MEETINGS

54. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time 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.
- General Meeting

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| 55. | The Directors may whenever they so decide by resolution convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 144 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144, a meeting may be convened by the requisitionists themselves in the manner provided in Section 144 of the Act. | Extraordinary
General Meeting |
| 56. | Subject to the provisions of the Act relating to convening meetings to pass special resolutions every notice convening meetings shall specify the place, the day and the 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. Any notice of a meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice or twenty-one (21) days' notice in case where special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange such that notices of all meeting shall be given to the Exchange and advertised in the newspaper at the same time as shareholders are notified. | Notice of Meeting

Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007 |
| 57. | (1) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. | Record of Depositors

Amended by Special Resolution passed on 25 June 2001 |
| | (2) The Company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). | Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007 |
| | (3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors | Amended by Special Resolution passed on 25 June 2001 |
| 58. | Subject always to the provision 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 aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the fixing of the remuneration of Directors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors. | Business at Meetings |

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| 59. | In every notice calling a meeting of the Company, or at a meeting of any class of members 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. There shall be no restriction as to the qualification of the proxy. | Notice that Proxy is Allowed

Amended by Special Resolution passed on 23 May 2012 |
| 60. | The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. | Omission to Give Notice |

PROCEEDINGS AT GENERAL MEETINGS

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| 61. | No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) Members present in person or by proxy shall be a quorum. | No Business Unless Quorum Present |
| 62. | If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that 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 at an adjourned meeting the Members present shall be a quorum. | Adjournment |
| 63. | The Chairman (if any) of the Board of Directors or, in his absence, a Deputy Chairman (if any) shall preside as Chairman at every meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman or a Deputy Chairman is present within ten (10) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number, to act as chairman, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote (on a poll) shall elect one of their number to be chairman. The election of the chairman shall be by a show of hands. | Chairman |
| 64. | The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) 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. | Adjournment with Consent of Meeting |
| 65. | At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :- | Evidence of Passing of Resolutions |

- (a) by the chairman;
- (b) by at least three (3) Members present in person or by proxy;
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all 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 of the total sum paid up on all the shares conferring that right.

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

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| 66. | If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Article 64 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. | How a Poll is to be Taken |
| 67. | In the case of an equality of votes, whether on a show of hands or a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote. | Chairman's Casting Vote |
| 68. | Subject to any rights or restrictions for the time being attached to any classes of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative and on a show of hands every person who is a Member or proxy or attorney or representative of a Member shall have one vote, and on a poll every Member present in person or by proxy or attorney or representative shall have one vote for each share he holds. | Voting |
| 69. | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit or capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. | Shares of Different Monetary Denominations |

70. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Article hereof to transfer any shares 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 transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
71. Subject to Article 57, a Member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.
72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
73. 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 Seal or under the hand of an officer or attorney duly authorised. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- 73B Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Vote of Member of Unsound Mind and Person Entitled to Transfer

Voting rights of members

Amended by Special Resolution passed on 25 June 2001

Time for Objection

Instrument Appointing Proxy to be in writing

Amended by Special Resolution passed on 23 May 2012

Appointment of Multiple Proxies

Amended by Special Resolution passed on 23 May 2012

An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

- 74. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Appointment of one Proxy
- 75. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve :- Amended by Special Resolution passed on 25 June 2001

Shareholding
 Represented by Proxy

I/We, of being a Member/Members of the abovenamed Company hereby appoint of or failing whom, of as my/our proxy to vote for me/us on my/our behalf at the Annual/Extraordinary* General Meeting of the Company, to be held on **the..... day of 19** and, at any adjournment thereof for/against* the resolution(s) to be proposed thereat.

As Witness my/our hand/s this day of 19

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

Note :

A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.

To be valid this form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.

A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting, provided that provisions of Section 149(1)(c) of the Act are complied with.

Where a member appoints more than one proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.

- 76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or authority shall be deposited at the office or at such other place 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 at which the person named in the 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. Instrument Appointing Proxy to be Left at **Company's Office**

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| 77. | Every power, right or privilege herein given in these presents to any Members of the Company to convene, attend, vote and in anyway take part in any meeting of the Company may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member of the Company or not, duly appointed by such Member for the purpose, by a Power of Attorney produced at the office of the Company during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such Power of Attorney or revocation of such Power of Attorney by other means provided no intimation in writing of such death or revocation shall have been received at the office of the Company before such vote is given or thing done. | Power of Attorney |
| 78. | A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used. | Validity of Vote given under Proxy |
| 79. | A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members, and a person so authorized shall be 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 as the corporation could exercise if it were an individual Member of the Company. | Corporate Representative |

DIRECTORS: APPOINTMENT, REMOVAL, ETC.

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| 80. | Until otherwise determined by general meeting the number of directors shall not be less than two (2) nor more than (9) but in the event of any casual vacancy occurring and reducing the number of directors below the aforesaid minimum the continuing director or directors may except in an emergency, act only for the purpose of increasing the number of directors to such minimum number or to summon a general meeting of the Company but not for any other purpose. | Number of Directors

Amended by Special Resolution passed on 27 June 2007 |
| 81. | 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 of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election. PROVIDED ALWAYS that all directors 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. | Retirement of Directors

Amended by Special Resolution passed on 25 June 2001 |

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| 82. | The Directors to retire in each 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. | Selection of
Directors to Retire |
| 83. | No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Notice of Candidate
for Election as
Director |
| 84. | The Company at the meeting at which a director so 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 the 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. | Retiring Director
Deemed to be
Reappointed |
| 85. | At any general meeting at which more than one 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 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. | Motion for
Appointment of
Directors |
| 86. | The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of the directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Increase or
Reduction of
Number of
Directors |
| 87. | The Company may by ordinary resolution of which special notice is given remove any director before the expiration of his period of office, and may if thought fit, by ordinary resolution appoint another director in his stead. The person so appointed shall hold office for so long as the director in whose place he is appointed would as if he had not been removed. | Removal of
Directors |
| 88. | The Directors shall have power at any time, and from time to time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that 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 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. | Power to Fill
Vacancy or to
Add Directors |

89. The shareholding qualification for directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for directors shall be required. All directors shall be entitled to receive notice of and to attend all general meetings of the Company.

Directors'
Qualification

REMUNERATION DIRECTORS

90. The Directors shall be paid by way of fees for their services such fixed sum (if any) as shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as the Directors may determine. Provided always that :-

Director's
Remuneration

- (i) Fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (ii) Salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;
- (iii) 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;
- (iv) Any fee paid to an alternate director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

91. (1) The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending Board Meetings of the Company.

Reimbursement of
Expenses

- (2) 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 Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board of Directors of the Company, provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. Such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

DISQUALIFICATION OF DIRECTORS

92. The office of a director shall become vacant if the director :-
- (a) has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally during his term of office;
 - (b) becomes prohibited from being a director by reason of any order made under the Act or contravenes Section 130 or 130A of the Act;
 - (c) ceases to be a director by virtue of the Act;
 - (d) becomes 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 during his term of office;
 - (e) resigns from his office by notice in writing to the Company and deposited at the Office of the Company;
 - (f) is removed from his office of director by resolution of the Company in general meeting of which special notice has been given;
 - (g) [Deleted]
- When Office of Director Deemed Vacant
- Amended by Special Resolutions passed on 7 December 1995 and 27 June 2007
- Amended by Special Resolution passed on 27 June 2007
- Amended by Special Resolution passed on 27 June 2007

POWERS AND DUTIES OF DIRECTORS

93. The business of the Company shall be managed by Directors who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such resolutions, not being inconsistent with these Articles or the provisions of the Act as may be prescribed by the Company in general meeting but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.
94. The Directors shall not without the prior approval of the Company in general meeting :-
- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a **controlling interest in the Company's main undertaking** or property;
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (c) subject to Sections 132E and 132F of the Act, enter into any arrangement or transaction with a director of the Company 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.
- Business of Company to be Managed by Directors
- Limitations on Directors' Powers

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| 95. | (1) The Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or any related company as may be thought fit. | Directors'
Borrowing Powers |
| | (2) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' 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. | |
| 96. | The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to, any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses, and 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 and the approval of the Company in general meeting. | Power to
Maintain Pension or
Fund |
| 97. | The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers. | Power to Use
Official Seal |
| 98. | The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. | Appointment of
Attorneys |
| 99. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine. | Signing of
Cheques etc. |
| 100. | 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 to cause detriment to the Company. | Discharge of
Duties |

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| 101. | 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. | Notice of Disclosures |
| 102. | Subject always to Sections 131, 132E, 132F and 132G of the Act 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 and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established. | Director may Hold Other Office |
| 103. | 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 or his firm to act as auditor of the Company and provided further that such shall be at normal commercial terms. | Director may Act in His Professional Capacity |

PROCEEDINGS OF DIRECTORS

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| 104. | The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors summon a meeting of the Directors. | Meeting of Directors |
| 105. | It shall not be necessary to give any director or alternate director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in Articles 150 and 151 and the said Articles 150 and 151 shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members of the Company. | Notice of Directors' Meeting |
| 106. | The quorum necessary for the transaction of business of the Directors shall be two and 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. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists :- | Quorum of Meeting of Directors |

- (i) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum;
- (ii) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.
107. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected, if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting. Chairman of Directors
108. The Directors shall have full powers to appoint any person from time to time as and when necessary, as their proxies to represent them at Directors Meetings. An instrument appointing a proxy shall be in writing in any form approved by the Directors, under the hand of the appointor or his attorney duly authorised in writing. Appointment of Proxy
109. Subject to these Articles any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue. Votes by Majority and Chairman to have Casting Vote
110. The continuing Directors may 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 as the necessary quorum of Directors, the continuing Directors or Director except in an emergency may act for the purpose of increasing the number of directors to that minimum number or of summoning a general meeting of the Company, but for no other purpose. Directors may Act Notwithstanding Vacancy
111. Every Director shall comply with the provisions of Section 131 and 135 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state 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. Disclosure of Interest
112. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has direct or indirect material interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting. Restriction on Voting

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| 113. | 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 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 and of these Articles. | Relaxation of Restriction on Voting |
| 114. | A Director may vote in respect of :-

(i) any arrangement for giving the Director himself or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company;

(ii) 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. | Power to Vote |
| 115. | A Director of the Company may be or become a 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 and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit 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 Directors 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 the 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. | Directors may Become Directors of Other Corporation |

ALTERNATE DIRECTOR

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| 116. | (1) Each Director shall have power from time to time to nominate another Director or any person (not being a Director) to act as his alternate director and at his discretion remove such alternate director; but the appointment of such alternate director shall not take effect until approved by a majority of the other Directors PROVIDED ALWAYS that any fee paid by the Company to an alternate director shall be deducted from that Director's remuneration. | Alternate Directors |
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- (2) An alternate director shall (except as regards the power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which his appointor is not present.
- (3) Any appointment or removal of an alternate director may be made by cable, telegram or radiogram, telex or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (4) If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (5) A Director shall not be liable for the acts and defaults of any alternate director appointed by him.
- (6) An alternate director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

MANAGING AND/OR EXECUTIVE DIRECTORS

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| 117. | The Directors may from time to time appoint any one or more of their body to any executive office including the offices of Chief Executive, Managing Director, Deputy Managing Director or Executive Director for such period and upon such terms as they think fit, and may entrust to and confer upon a director holding such executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. | <p>Managing/Executive Director</p> <p>Amended by Special Resolution passed 25 June 2001</p> |
| 118. | The remuneration of a director holding an executive office pursuant to these Articles shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover. | <p>Remuneration of Directors Holding Executive Office</p> |
| 119. | A director holding an executive office for a fixed period pursuant to these Articles shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause his appointment as a director holding an executive office shall be automatically determined. | <p>Position of Directors Holding Executive Office</p> <p>Amended by Special Resolution passed 25 June 2001</p> |

COMMITTEES OF DIRECTORS

120. The Directors may establish any committees, local boards or agencies comprising two 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 person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency 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 and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee.
121. Subject to any rules and regulations made pursuant to Article 120, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one) and in the case of an equality of votes the Chairman shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or are competent to vote on the question at issue.
122. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

Power of Directors
to Appoint
Committees

Meeting of
Committees

Chairman of
Committees

VALIDATION OF ACTS OF DIRECTORS

123. All acts done by any meeting of the Directors or a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Directors' **Act** to be
Valid

DIRECTORS' CIRCULAR RESOLUTIONS

124. A resolution in writing signed or approved by letter, telefax or other written electronic communications by all the Directors who may at the time 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 where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such **alternate. All such resolutions shall be described as "Directors' Circular Resolution" 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.**
- Directors' Circular Resolution
- Amended by Special Resolution passed on 27 June 2007

AUTHENTICATION OF DOCUMENTS

125. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere 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
126. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 125 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.
- Conclusive Evidence of Resolutions and Extract of Minutes of Meetings

MINUTES AND REGISTER

127. The Directors shall cause minutes to be duly entered in books provided for the purpose :-
- Minutes to be Entered
- (a) Of all appointments of officers;
 - (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;
 - (c) Of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
 - (d) Of all orders made by the Directors and any Committee of Directors.

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.

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| 128. | The Company shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Directors and managers of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act. | Particulars of Directors and Managers |
| 129. | The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the registered office or the principal place of business in Malaysia of the Company, and shall be open to the inspection of any Member without charge. | Minutes Kept at Registered Office |
| 130. | <p>The Company shall also keep at the Company's registered office registers (whether in a legible or non-legible form) which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be so registered under the Act, and in particular :-</p> <p>(a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 69L(1) and 690(4) of the Act;</p> <p>(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act.</p> | Registers to be Kept |

SECRETARY

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| 131. | The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and the Directors may from time to time appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. | Secretary |
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SEAL

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| 132. | 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 authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Article 13 in relation to certificates) 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, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic, mechanical, electronic and/or any other means provided that the use of such is restricted to a certificate, instrument of transfer or other document of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given | <p>Authority for Use of Seal</p> <p>Amended by Special Resolution passed on 7 December 1995</p> |
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under the Common Seal of the Company. The Company may exercise the powers of Section 35(8) of the Companies Act, 1965, and such powers are accordingly hereby vested in the Directors.

ACCOUNTS

133. The Directors shall cause proper accounting and other records to be kept whether in a legible or non-legible form 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 Company's** registered office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
- Keeping and Inspection of Books of Account
134. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports shall not exceed four (4) months. A copy of each such documents in printed form or in CD-ROM or in such other form of electronic media or any combination thereof shall not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 153(3)) 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 documents as may be required by the Stock Exchange upon which **the Company's shares may** be listed shall at the same time be likewise sent to each Stock Exchange Provided that this Articles 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 Company's registered office.
- To Whom Copies of Profits and Loss Account etc. maybe Sent
- Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007**
135. Auditors shall be appointed and their duties regulated in accordance with Sections 172 to 175 of the Act.
- Auditors

DIVIDENDS AND RESERVES

136. The Company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Directors.
- Declaration of Dividends

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| 137. | 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 holders 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. | Application of Profits |
| 138. | No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. Any profit derived from sale of shares shall not be distributed as dividend through Profit and Loss Account. | Profit from Sale of Shares not to be distributed as Dividend |
| 139. | The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. | Directors may Form Reserve Fund and Invest |
| 140. | The Directors may establish a reserve to be called either "capital reserve" or "realisation account" and shall either carry to the credit of such reserve from time to time all monies realised on the sale of any investments held by the Company in excess of the then book price of the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other monies in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other monies of the Company. | Capital Reserve or Realisation Account |
| 141. | 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 or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. | Payment of Dividends |

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| 142. | The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. | Deduction of Dividends |
| 143. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provision 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. | Dividends Due may be Retained until Registration |
| 144. | The Company shall enter in its register of unclaimed monies any dividend unclaimed or unaccepted for twelve (12) months after any dividend payment date and the Company shall cause a copy of all such entries in the register to be advertised in the Gazette annually during the month of March and all such entries shall include unclaimed dividends held up to the end of February of that year. All unclaimed or unaccepted dividends which shall remain unpaid by the Company within twelve (12) months from the date of such advertisement shall be paid within fourteen (14) days after expiration of such period of twelve (12) months by the Company to the Consolidated Trust Account and upon such payment all liability of the Company with respect to such dividends shall thereupon cease. During the period of twelve (12) months from the date of the aforesaid advertisement, all dividends remaining unclaimed may be invested or otherwise made use of by the Directors for the benefit of the Company. | Unclaimed Dividends |
| 145. | Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures 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 such distribution, the Directors may settle the same as they think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. | Manner of Realisation of Dividend and Bonus |
| 146. | Any dividend, interest or other monies payable in cash in respect of shares may be paid:- | Payment by Cheque |
| | (a) by cheque or warrant sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct; or | Amended by Special Resolution passed on 22 June 2010 |
| | (b) by direct transfer or such other electronic means (subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or other regulatory authorities) to the bank account of the holder whose name appear in the Register or Record of Depositors. | |
| | Every such cheque or warrant or payment by direct transfer (or such other electronic means) 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 or by such electronic means shall operate as a good discharge to the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the holder/member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALIZATION OF PROFITS

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| 147. | 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, 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 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. | Capitalization of Profits by Bonus Issue etc. |
| 148. | 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 by the issue of fractional certificates 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 of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members. | Director's Duties and Powers in Capitalization |

LANGUAGE

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| 149. | Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or 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 book and other records for so long as the original accounts, minute books and other records are required by the Act to be kept. | Translation |
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NOTICES

150. A notice may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia as appearing in the Register of Members or the Record of Depositors 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.
- Service of Notices
- Amended by Special Resolution passed on 7 December 1995**
151. Any notice or other document if served by post shall be deemed to be served two (2) days following that on which a properly stamped letter containing the same is posted. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.
- When Service Effected
- Amended by Special Resolution passed on 7 December 1995**
152. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been if the death or bankruptcy had not occurred. 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 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.
- Notice in Case of Death or Bankruptcy
- Amended by Special Resolution passed on 7 December 1995**
153. (1) Notice of every general meeting shall be given in a manner hereinbefore specified to :-
- Who May Receive Notice of General Meeting
- (i) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (ii) 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;
 - (iii) the auditors for the time being of the Company; and
 - (iv) every Stock Exchange in which the Company is listed.
- (2) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
- (3) Whenever any notice is required to be given under the provisions of the law of Malaysia or of these Articles, waiver thereof or the shortening of the period of such notice, may be effectively given by complying with Section 145(3) of the Act.

- (4) 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 general meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.

Amended by Special Resolutions passed on 25 June 2001 and 27 June 2007

WINDING UP

154. If the Company is wound up and the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members 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 liquidators 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, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Distribution of Assets in Specie

155. 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 :-

Sharing of Loss and Excess

- (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.

156. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

Liquidator's Fees in Voluntary Liquidation

Amended by Special Resolution passed on 25 June 2001

SECRECY CLASUE

157. 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.
- Secretary

INDEMNITY

158. Every Director, whether holding an executive office pursuant to these Articles or not, 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 judgement 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 Court in respect of any negligence, default, breach of duty or breach of trust as such officer of the Company.
- Indemnity

ALTERATION

159. Subject to the Act, the Company may by special resolution delete, alter or add to these Articles.
- Alteration of Articles
- Amended by Special Resolution passed on 25 June 2001**
160. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements and/or the Rules prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements and/or the Rules require to be done.
- (3) If the Listing Requirements and/or the Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be)
- (4) If the Listing Requirement require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that-provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements and/or the Rules, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- Effect of the Listing Requirements, the Rules, the Act, the Central Depositories Act etc.
- Amended by Special Resolution passed on 25 June 2001**

- (7) Notwithstanding anything contained in these Articles; nothing herein contained shall prevent the Directors from applying to the Exchange for a waiver from compliance or observance of any of the Listing Requirements. In the event the compliance or observance of such Listing Requirements are waived' by the Exchange, the Company shall not be required to comply with any of the Articles relating to those Listing Requirements in respect of which compliance or observance has been waived by the Exchange.
- (8) For the purpose of this Article, unless the context otherwise requires, **"Listing Requirements"** means the Listing Requirements of the Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.

The foregoing Articles of Association was adopted by Special Resolution of the Company on the 31st day of May, 1994 in substitution for and to the exclusion of the Articles of Association then subsisting.

(Signed)
HAJI ANUAR BIN HAMDAN
Chairman of the Meeting