

**THE COMPANIES ACT, 1965**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**MALAYSIA**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**CAHYA MATA SARAWAK BERHAD**

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**Incorporated on the 8<sup>th</sup> day of October, 1974**

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**THE COMPANIES ACT, 1965**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CAHYA MATA SARAWAK BERHAD**  
**(Company No: 21076-T)**

1. The name of the Company is “CAHYA MATA SARAWAK BERHAD”.
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:-
  - (1) To carry on business as manufacturers, dealers and workers in cement, asbestos cement, lime, mortar, plasters, whiting, clay, bauxite, soap stone, ochres, concrete, ready mix concrete, artificial stone, gravel, sand, tin, bricks, tiles, pipes, gypsum, paints, fixing material, pottery, cement additives, coloured cements and materials generally for constructional work of all kinds, quarry-masters, colliery proprietors, coke manufacturers, chemists, miners, smelters, engineers in all branches, lime burners, paviours and builders, owners and charterers of ship and vessels, barge owners, dock owners, lighter-men, proprietors of transport; general merchants, traders.
  - (1A) To invest the moneys of the Company in or otherwise to acquire and hold shares, stock, debentures, debenture stock, scrip, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation, trust, firm or person constituted or carrying on business in any part of the world, and in the funds or loans or other securities and investments of or issued or guaranteed by any government, state, dominion, public body or authority, supreme, municipal, local or otherwise in any part of the world.
  - (2) To carry on business as chemical manufacturers, distributors, contractors, drysalterers, painters, decorators, builders, woodworkers, ironworkers, french polishers, paint removers, paint spraying contractors, paper hangers, japanners, enamellers, electroplaters, and builders’ merchants.
  - (3) To carry on any other business including business as bankers, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial and other operations and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company’s property or rights.
  - (4) 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 the Company is authorised to carry on, or possessed of property suitable for the purpose of the Company.
  - (5) To apply for, obtain purchase or otherwise acquire any patents, patent rights, copy-rights, trade marks, formulas, licences, concessions, and the like, conferring any exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable or being used for any of the purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired.
  - (6) To amalgamate or enter into partnership or enter into any arrangement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on

or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (7) To take, or otherwise acquire and hold, shares, debentures, other securities of any other Company.
- (8) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such Government or 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 and to oppose the grant to any other person or Company of similar rights, concessions and privileges.
- (9) To establish and support or aid in the establishment and support, of association, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or of its predecessors in business or the dependants or connections of such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public general, or useful object and to make gifts and bonuses to persons in the employment of the Company.
- (10) To promote or assist in the promotion of any other Company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to advance the objects or interests thereof.
- (11) To purchase, take on lease or in exchange, hire and otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.
- (12) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works factories, mills, roadways, tramways, railways branches or sidings, bridges, reservoirs, water courses, wharves, warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development working, management, carrying out, or control thereof.
- (13) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (14) To lend and advance money or give credit to any person or Company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or Company; and otherwise to assist any person or Company.
- (15) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (16) To pay all expenses incidental to the formation or promotion of this or any other Company and to remunerate any person or Company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in or about the organisation, formation, or promotion of the Company or

the conduct of its business.

- (17) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bill of lading, and other negotiable or transferable instruments.
- (18) To sell 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 the Company.
- (19) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (20) To apply for, secure, acquire by grant, legislative enactment, carry out, and enjoy any charter, licence power, authority franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect, and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
- (21) To apply for, promote and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (22) To procure the Company to be registered or recognised in any country or place outside Malaysia.
- (23) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (24) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
- (25) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction (if any) required by law.
- (26) To take or hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatever kind sold by the Company, or any money due to the Company from the purchasers and others.
- (27) To purchase its own shares, subject to and in accordance with the Companies Act, 1965, the rules, regulations and orders made pursuant hereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authorities.
- (28) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
- (29) Generally to do all such things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company.
- (30) And it is hereby declared that the intention, is that the objects in each paragraph of this clause shall except where otherwise expressed in such paragraph, be independent main objects and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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

4. The liability of the members of the Company is limited.
5. The authorised capital of the Company is RM1,000,000,400.00 divided into 2,000,000,000 ordinary shares of RM0.50 each and 800 non-convertible redeemable preference shares of RM0.50 each with such rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by the Articles of Association of the Company for the time being.

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 to our respective names.

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Names, Address and Description of Subscribers	Number of Shares taken by each Subscriber
MOHD. AMIN BIN HAJI SATEM 'Sian Close' Off Ong Tiang Swee Road, Kuching. (CHAIRMAN of Sarawak Economic Development Corporation)	One
BUJANG BIN MOHD. NOR. No. 145 Jalan Muhibbah Kuching. (COMPANY DIRECTOR)	One

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Dated this 3rd day of September, 1974

Witness to the above signatures

NICHOLAS TUKAK GUNJEW  
c/o S.E.D.C., 2<sup>nd</sup> Floor,  
Electra House, Kuching,  
ADVOCATE

**THE COMPANIES ACT, 1965**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**CAHYA MATA SARAWAK BERHAD  
(Company No: 21076-T)**

**INTERPRETATION**

- Interpretation      1.      (1) The marginal notes hereto shall not affect the construction hereof, and in these presents unless there be something in the subject or context inconsistent therewith:
- “the Act” means the Companies Act, 1965 and all subsidiary legislation thereunder for the time being in force and affecting the Company.
- “these Articles” means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
- “the Company” means CAHYA MATA SARAWAK BERHAD.
- “the Directors” means the Directors of the Company for the time being.
- “dividend” includes bonus.
- “in writing” and “written” include printing, lithography, and other modes of representing and reproducing words in a visible form.
- “month” means calendar month.
- “the office” means the Registered Office for the time being of the Company.
- “proxy” includes attorney duly constituted under a power of attorney.
- “the Register” means the Register of Members to be kept pursuant to the Act.
- “Seal” means the common seal of the Company.
- “the Secretary” means any person appointed to perform the duties of secretary of the Company.
- “share” as regards the Company or any other Corporation means and includes a preference or deferred as well as an ordinary share and also stock, and, any security which carries any power of voting with respect to the management of the Company or such other corporation issuing or creating the same but shall not include the “Special Share”.

“Special Resolution” has the meaning assigned thereto by the Act.

Approved Market Place	Deleted.
Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.
Beneficial owner	In relation to deposited securities, the ultimate owner of the deposited securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the deposited securities and does not include a nominee of any description.
Books closing date	The specified time and date set by the Company for the purpose of determining entitlements to dividends, interest, new securities or other distributions or rights of holders of its securities.
Central Depositories Act	Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof.
Deposited Security	A security standing to the credit of a securities account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.
Depositor	A holder of Securities Account (as defined in the Central Depositories Act).
Depository	Bursa Malaysia Depository Sdn. Bhd.
Exchange	Bursa Malaysia Securities Berhad.
Listing Requirements	The Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.
Market Day	A day on which the stock market of the Exchange is open for trading in securities.
Member	Any person/persons for the time being holding shares in the company and whose names appear in the Register of Members (except Bursa Malaysia Depository Nominees Sdn Bhd), including depositors whose names appear on the Record of Depositors.

Record of Depositors	A record provided by the Depository to the Company under chapter 24.0 of the Rules.
Rules	The Rules of the Depository having the meaning given in section 2 of the Security Industry (Central Depositories) Act 1991 as amended from time to time and/or the Rules of Bursa Malaysia Securities Berhad including any amendment thereto that may be made from time to time.
Securities Account	An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor, as defined in the Central Depositories Act and/or the Rules.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

- (2) The regulations in Table A in the Fourth Schedule to the Act shall not apply to the Company, except so far as the same are repeated or contained in these Articles.
- (3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- (4) The marginal notes are inserted for convenience and shall not affect the construction of these Articles.

## SHARES

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| Capital        | 2. | The authorised capital of the Company is RM1,000,000,400.00 divided into 2,000,000,000 ordinary shares of RM0.50 each and 800 non-convertible redeemable preference shares of RM0.50 each with such rights, privileges and conditions attached thereto as are provided by these Articles with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by these Articles. |
| Special rights | 3. | Without prejudice to any special rights previously, conferred on the holders of any existing shares or class of shares, any share in the Company 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 Company may from time to time by ordinary resolution determine.

Redeemable preference shares 4. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority in shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner and either at par or at a premium as they may think fit.

4A. (1) The Four Hundred (400) Non-Convertible Redeemable Preference Shares (“NCRPS”) of one Ringgit (RM1.00) each shall confer on their holders the following rights:-

(a) As regards income

In respect of a Semi-Annual Period, the right to a non-cumulative gross dividend payable in cash on or before the Semi-Annual Payment Date corresponding to such Semi-Annual Period, out of the profits of the Company available for distribution in respect of each financial year or other accounting period of the Company. The non-cumulative gross dividend shall be ascertained and calculated in the following manner:-

- (i) by reference to the Full Coupon Rate, and;
- (ii) on the basis that the actual dividend payable shall be stipulated in a written notice (signed by a director and the Company Secretary of the Company) to be issued by the Company prior to the issuance of the NCRPS.

For the purpose of the Articles of Association of the Company, the written notice specified above and the stipulated dividend therein shall be deemed to form part of this Article.

The NCRPS shall be linked to the Bonds in the following tranches:-

**Bonds:**

<b>Serial</b>	<b>Amount Issued</b>	<b>Face Value</b> (in RM million)
A	30	29.970
B	50	49.950
C	70	69.930
D	80	79.920
E	85	84.915
F	85	84.915
<b>Total</b>	<b>400</b>	<b>399.600</b>

**NCRPS:**

<b>Tranche</b>	<b>Amount Issued</b>	<b>Issue Price</b> (in RM million)
A	30	0.030
B	50	0.050
C	70	0.070
D	80	0.080
E	85	0.085
F	85	0.085
Total	400	0.400

Each tranche of NCRPS shall constitute a separate class of shares.

Any declaration or payment of dividend shall only be made:-

- (i) in cash;
- (ii) with tax credit required for the payment of dividends as set out in Section 108 of the Income Tax Act, 1967; and
- (iii) in accordance with Section 365 of the Companies Act, 1965.

The holders of the NCRPS shall not be entitled to participate in the surplus profits or assets of the Company beyond such rights as are expressly set out herein.

“Bonds” means the 400 fixed rate coupon bearing serial bonds to be issued in 2005 in aggregate nominal value of RM399,600,000 with detachable coupons, issued in denominations of RM999,000 per Bond;

“Business day” means a day (other than Saturday, Sunday and public holiday) on which financial institutions licensed under the Banking and Financial Institutions Act, 1989 are open for business in Kuala Lumpur;

“Full Coupon Rate” means the interest payable on the Bonds which shall be stipulated in a written notice (signed by a director and the Company Secretary of the Company) to be issued by the Company prior to the issuance of the Bonds. For the purpose of the Articles of Association of the Company, this written notice and the stipulated rate therein shall be deemed to form part of this Article;

“Semi-Annual Payment Date” means the last day of a Semi-Annual Period and, in this regard (a) a Semi-Annual Payment Date which would otherwise fall on a day which is not a Business Day shall fall on the next succeeding Business Day (“Next Business Day”) or, if that Next Business Day falls in the following calendar month of the year, on the preceding Business Day, and (b) if a public holiday falls on the day that was originally expected to be the Next Business Day, or a public holiday is declared at the eleventh hour in respect of the day that was originally expected to be the Next Business Day, then the Semi-Annual Payment Date shall be the

Business Day immediately succeeding such Next Business Day;

“Semi-Annual Period” means a period of six (6) months, and in this regard (a) the first Semi-Annual Period shall commence on (and include) the date of issuance of the respective classes of the NCRPS and expire on the date falling six (6) months after such date of issue, (b) each subsequent Semi-Annual Period shall commence (and include) the last day of the previous Semi-Annual Period, and (c) in the specific situation where:-

- (i) the relevant series of the Bonds have been redeemed in full (“Full Bond Redemption”); and
- (ii) the respective classes of the NCRPS have been redeemed in full on the Business Day immediately prior to the date of Full Bond Redemption, if the relevant Semi-Annual Period could otherwise terminate after the date of redemption of the respective classes of the NCRPS, such Semi-Annual Period shall be shortened so as to expire on such date of redemption of the respective classes of the NCRPS.

(b) As regards capital

Each NCRPS shall confer on the holder thereof the right, on a winding-up or other return of capital, to payment, in priority to all other shares in the Company, of the aggregate of the capital and any premium paid up thereon, and the amount of any arrears of dividend payable.

(c) As regards voting

The NCRPS shall not confer on the holder thereof any rights to receive notice of or to attend or vote at any general meeting of the Company, other than on a resolution to amend or vary the rights of holders of NCRPS in respect of its class.

(d) As regards redemption

The NCRPS may be redeemed by the Company at any time within the last 1 year of the tenor of the respective series of Bonds to which the NCRPS is linked or on a liquidation or winding-up of the Company, whichever is earlier.

(e) As regards conversion

No NCRPS may be converted into fully paid ordinary shares of the Company at any time, but may only be redeemed in the manner as provided in paragraph (d) above.

(f) As regards variation of rights

The rights attached to each class of the NCRPS (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 that class of the NCRPS, or with the sanction

of a resolution passed at a separate meeting of all the holders of that class of the NCRPS.

To every such general meeting, the provisions of general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum for each class of the NCRPS shall be two (2) persons at least holding or representing by proxy one-third (1/3<sup>rd</sup>) of the respective classes of the NCRPS and that any holder of the respective classes of the NCRPS present in person or by proxy may demand a poll.

(g) As regards transferability

The NCRPS holders shall have the right to transfer in whole or in part their interests in the NCRPS subject to the Company's consent, which consent shall not be unreasonably withheld.

Rights of Preference Shareholders	5(a).	Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notice, reports and audited accounts 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 on a proposal to wind up the Company or during the winding up of the Company or sanctioning a sale of the undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.
Rights of other class of shares	5(b).	The rights attaching to shares of a class other than ordinary shares shall be expressed.
Allotment of shares	6.	Subject to the provisions of the Act and approval of shareholders in General Meeting, the Directors may allot, grant options, over or otherwise dispose of the shares to such persons on such terms and conditions and either at a premium or at par or (subject to the provisions of the Act) at a discount and at such times as the Directors think fit and with full power to give to any person the right to call for the allotment of any shares either at par or at premium or at a discount for such time and for such consideration as the Directors may see fit provided that the Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in General Meeting.
Director not to participate in issue of share to employees	7.	Every share or option scheme to employees and/or Directors shall be approved by shareholders in general meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. Only Directors holding office in an executive capacity shall participate in such an issue of shares.
Power to differentiate	8.	The Directors may, on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the times of payments of such calls.
Instalments on shares to be duly paid	9.	If by the conditions of allotment of any share the whole or part of the amount or issued price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share.

Liability of joint holders of share	10.	Deleted.
Payment of commission	11.	The Company may exercise the powers of paying commission conferred by the Act, provided that the rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10 percent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 percent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully 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.
Interest on capital raised for buildings, etc	12.	If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of that share capital as is for the time being paid up for the period subject to the conditions and restriction prescribed by the Act and may charge the sum so paid by the way of interest to capital as part of the costs of construction of the work or building or the provision of plant.
Company not to purchase its own shares or give financial assistance for their purchase	13.	<p>The Company may, subject to, and in accordance with, the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in these Articles and the requirements of the Bursa Malaysia Securities Berhad and any other relevant authorities from time to time, by resolution purchase its own shares.</p> <p>Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Companies Act, 1965 and the guidelines issued by the Bursa Malaysia Securities Berhad and/or any other relevant authorities from time to time.</p>
Trust affecting shares	14.	Except as required by law, or the Central Depositories Act, no person shall be recognised 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 recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of the share or (except only as by these Articles or by law otherwise provided or the Central Depositories Act or as required or pursuant to any order by court) any other rights in respect of any share except an absolute right to entirety thereof in the registered holder.
Information on shareholdings	14A.	<p>The Company may by notice in writing, require any member of the Company, within such reasonable time as is specified in the notice:-</p> <p>(a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and</p> <p>(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.</p>

Power to ask for particulars	15.	The Company is empowered to require any member or transferee prior to registration of transfer, to furnish the nature of his shareholding and may also require a trustee or nominee to provide such particulars to enable the Company to identify the beneficial owners and the nature of their interest.
Shares not to be registered in the name of minor, person of unsound mind, etc	16.	Shares may be registered in the name of an incorporated Company or other corporate body but not in the name of minor or a person of unsound mind or who is insolvent or in the name of any firm or partnership.

### CERTIFICATES

Issue of share certificate	17.	Deleted.
Allotment and despatch of certificate for an issue	18.	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such securities :</p> <p>(a) within 15 market days of the final applications date or such other period as may be prescribed by the Exchange for issues of securities to the public :</p> <p>(b) within 8 market days after the final applications closing date for a rights issue or such other period as may be prescribed by the Exchange for a rights issue</p> <p>(c) within 8 market days after the date of receipt of a notice of the exercise of the employee share option together with the requisite payment or such other period as may be prescribed or allowed by the Exchange :</p> <p>(d) within 8 market days after the date of receipt of a subscription form together with the requisite payment in respect of conversion or exercise or such other period as may be prescribed or allowed by the Exchange.</p>
Allotment or issue of securities	18A.	The Company must not allot or issue securities until after it has filed with the Exchange a listing application for such new issue of securities and has been notified by the Exchange that such new issue of securities has been approved in principle for listing.
Issue of new shares	19.	<p>(a) Subject to provision on the allotment of shares to Director and notwithstanding the existence of a resolution pursuant to Section 132D of the Companies Act, 1965, the Company must ensure that it shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.</p> <p>(b) In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it</p>

can be converted or exercised.

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| Issue of new certificate in place of one defaced, lost or destroyed | 20.    | Deleted.  |
|   | 20(a). | With the exception of depositors whose names appear on the Record of Depositors, no person shall exercise any rights of a member until his name shall have been entered in the Register of Members and he shall have paid all calls and other moneys for the time being due and payable on any share held by him. |

Fee and costs 21. Deleted.

Delivery or issue of certificate of shares sold by Directors 22. Deleted.

#### JOINT HOLDERS OF SHARES

Joint holders of shares to hold as joint tenants 23. Deleted.

#### CALLS OF SHARES

Calls 24. The Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of the allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments, a date fixed for payment may be postponed, and a call may be wholly or in part revoked.

Notice of call 25. Not less than fourteen clear days' notice of any call shall be given specifying the time and place of payment and to whom the same shall be paid.

When call deemed to be made 26. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint holders 27. Deleted.

Instalments on allotment deemed call 28. If by the conditions of the allotment any amount is duly payable in respect of any shares by instalments, every such instalments shall be payable as if it were a call duly made by the Director of which due notice had been given.

Interest on calls or instalments 29. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person from whom the sum or the instalment shall be due, shall pay interest for the same at such rate, as the Directors shall from time to time determine, from the time appointed for payment thereof until the actual payment thereof, and shall not receive any dividend in respect of the amount unpaid, but the Directors may where they think fit remit altogether or in part any sum becoming payable under this Article.

- Sum payable on allotment deemed to be calls 30. If by the terms of the issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times, whether on account of the amount of the shares or by way of premium, every such amount or instalment shall be payable when due as if it were a call duly made by the Directors and of which due notice had been given and shall be paid to the Company by the person from whom it is due, and all the provisions hereof with respect to the payment of calls and interest thereon or to the forfeiture of shares for non-payment of calls shall apply to every such amount or instalment and the shares in respect of which it is payable.
- Payment of calls in advance 31. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the money paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advances shall have been made, the Directors may pay or allow such interest as the member paying such sum in advance and the Directors agree upon, but any amount so for the time being paid in advance of call shall not be included or taken into account in ascertaining the amount of dividend payable upon the shares in respect of which such advance has been made, and until appropriated towards the satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.
- Proof of money due for call at trial or hearing for recovery of such money 32. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

#### **FORFEITURE**

- Notice of forfeiture 33. If any member fails to pay any call or instalments on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such member requiring payment of so-much of the call or instalment as is unpaid together with any interest that may have accrued and all expenses incurred by the Company by reason of such non-payment.
- Form of notice 34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) and a place or places on or at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.



Forfeiture for non-payment	35.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter and before the payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
Notice of resolution of forfeiture and entry on Register	36.	When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members in accordance with the Rules but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Certificate to be delivered	37.	Deleted.
Sale of shares forfeited	38.	If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
Power to annul forfeiture	39.	The Directors may at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture upon such conditions as they think fit.
Liability on 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 and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment, and the Directors may enforce payment thereof if they think fit, but shall under no obligation to do so; the liability of such person shall, however, cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
Surrender of shares	41.	The Directors may accept the surrender of any share, upon such terms and conditions as may be agreed upon when they are in a position to forfeit such share or by way of a compromise of any question as to the holder being properly registered in respect thereof or in any other case allowed by law, but so that no part of the funds of the Company shall be employed in the purchase of the Company's own shares. Any share so surrendered may be disposed of in the same manner as a forfeited share.
Statutory declaration of forfeited share	42.	A statutory declaration in writing that the declarant is the 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.
Title of purchaser of forfeited share	43.	The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may 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 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.

Application of forfeiture provisions 44. 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, and if the same had been payable by virtue of a call duly made and notified.

#### **LIEN**

Company's lien on shares 45. The Company shall have a first and paramount lien upon all the shares other than fully paid up shares registered in the name of each member and upon the proceeds of sale thereof for unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid for his debts, liabilities and engagements to or with the Company, whether the period for payment, fulfilment or discharge thereof shall have actually arrived or not. And such lien shall apply to all dividends from time to time declared in respect of such shares.

Power of sale 46. For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no such sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or other person recognised by the Company as the owner thereof, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities, or engagements for seven (7) days after such notice.

Application of proceeds of sale 47. The net proceeds of any such sale after payment of cost of such sale shall be received by the Company and applied in or towards satisfaction of the debts, liabilities, or engagements of such member as are presently payable and the residue (if any) should (subject to like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

Transfer on sale under lien 48. Upon any sale for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members and the Record of Depositors in accordance with the Rules in respect of the shares sold and the purchaser shall not be bound to see the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register of Members and the Record of Depositors in accordance with the Rules in respect of the shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the same shall be in the damages only and against the Company exclusively.

Certificate of proprietorship 49. Deleted.

Transfer of securities 50. The transfer of any securities of the Company, which have been deposited with the Depository shall be by way of book entry by the Depository in accordance with the Rules of the Depository

and notwithstanding sections 103 and 104 of the Act, but subject to section 107C(2) of the Act, and any exemption that may be made from compliance with section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.

Execution of instrument of transfer, etc	50A.	Subject to the Central Depositories Act and the Rules, the instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members and/or the Record of Depositors as the case may be in respect thereof.
Form of instrument of transfer	51.	Subject to these Articles, the Rules, the Central Depositories Act and the Listing Requirements, any member may transfer all or any of his shares by instrument in writing in the form prescribed and approved by the Exchange, the Act, and/or the Central Depositories Act as the case may be.
Notice of transfer to registered holder	52.	Before registering any transfer tendered for registration the Directors may, if they so think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that unless objection is taken the transfer will be registered and if such registered holder fails to lodge an objection in writing at the registered office of the Company within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer.
Transfer restricted to one class of shares	53.	An instrument of transfer must be in respect of only one class of shares.
No restriction on fully paid shares	54.	There shall be no restriction on the transfer of fully paid shares which are quoted or have been approved for future quotation except where required by law.
No transfer to minor, etc	55.	No transfer shall be made to a minor or a person of unsound mind or who is insolvent or to a firm or partnership.
Refusal to register transfer	56.	The Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules.
Notice of refusal	57.	Deleted.
Fixing of book closing date	58.	The transfer books and the Record of Depositors and debenture holders may be closed for such periods as the Directors think fit provided that 10 market days notice of intention shall be published in a local daily newspaper circulating in Malaysia and any intention to fix a book closing date and the reasons therefor, stating the books closing date shall be at least 10 market days after the date of the announcement to the Exchange and not exceeding in the whole 30 days in each year. The transfer books and Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, or new securities, or rights to a priority of application for issue of securities. The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").

- Branch register      59.      (1) The Company may establish and cause to be kept in any other place outside Malaysia a branch register of its member in accordance with the provisions of Section 164 of the Act.
- (2) Subject to the provisions of the Act and of these regulations, any such register (hereinafter referred to as a branch register) shall be registered and kept in such manner as the Directors may from time to time prescribe.
- (3) For the purpose of any such branch register the Directors may empower any officer of the Company or other person or persons or committee (hereinafter referred to as the local authority) to keep the registers in such manner and subject to such regulations as the Directors may from time to time prescribe or allow, and may delegate to any such local authority the duty of examining and passing or refusing transfers and transmission and giving certificates of shares.
- (4) The local authority shall from time to time transmit to the registered office copies of every entry on any branch register as required by Section 164 of the Act. The transfers of shares on any branch register may be kept at the local office or to be transmitted to the registered office of the Company as the Directors may from time to time direct; and the Company may require such transfers to be executed in duplicate.

- Transmission of shares from foreign register      59A.      (1) Where (if applicable) :-
- (a) the shares of the Company are listed on another stock exchange; and
- (b) the Company is exempted from the 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 of the Depository in respect of such securities.

The Company shall, upon request of a shareholder, permit a transmission of shares held by such shareholder from the register of holders maintained by the registrar of the Company in the jurisdiction of another 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 shares.

- 59B.      Subject to the provisions of the Act, the Central Depositories Act and the Rules, where the Company is also listed on other stock exchange, the Company must ensure that any new issue of securities to the allottees or entitled persons who have invested in the securities of the Company in the other stock exchange, will not result in the percentage of the issued and paid-up capital of the Company appearing in the register maintained by the Company in the other stock exchange exceeding the percentage as at 1 November 1998.

- Non-liability of Company, its Directors and officers in respect of transfer      60.      Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reasons of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as

between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of 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 thereto.

Death of holder 61. In the case of the death of a member, the legal personal representatives of the deceased shall be the only person recognised by the Company as having any title to his interest in the shares.

Rights on death or 62. Any person becoming entitled to a share in consequence of the bankruptcy bankruptcy of any member may, subject to the Rules and new Article 50 hereof, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as a holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors, 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 the Member before his death or bankruptcy. Provided always that where the share is a Deposited Security, subject to the Rules, the Act, the Central Depositories Act and the Listing Requirements, a transfer may be carried out by the person becoming so entitled.

Election 63. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice of transfer as aforesaid as if the death, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

Dividends and 64. A person becoming entitled to a share by reason of the death, voting powers bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Payment of amount due 65. The executors or administrators of a deceased member shall be entitled at any time to pay up in full all the moneys due upon the shares held by such member alone beyond the amount called up thereon, unless within two calendar months after being requested in writing to do so, the Directors shall procure some person or persons to purchase such shares at a price equal to the amount paid up or credited as paid up thereon.

#### **CONVERSION OF SHARES INTO STOCK**

Conversion of shares into stock and reconversion 66. The company may, from time to time, by resolution of a general meeting convert all or any of its paid up shares into stock and may from time to time, in like manner, reconvert any such stock into paid up shares of any denomination.

Stock may be transferred 67. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interest, in such manner as the Company in general meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Participation in dividends and profits 68. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holder thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any holding or part of a holding of stock as would not, if existing in shares, have conferred such privileges or advantages.

Provisions applicable to shares shall apply to stock 69. All such provisions of these Articles as are applicable to paid up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

#### **ALTERATION OF CAPITAL**

Company may alter its capital in certain ways 70. The Company may so far alter the conditions of its Memorandum of Association by Ordinary Resolution:-  
  
(1) to consolidate and divide its share capital into shares of large amount than its existing shares, or  
  
(2) to cancel any shares not taken or agreed to be taken by any person; or  
  
(3) to divide its share capital or any part thereof into shares of smaller amount that is fixed by its 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 be the resolution by which such subdivision is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any of such shares.

and by Special Resolution:-

- (4) to reduce its capital and any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by the Act.

#### **INCREASE OF CAPITAL**

Company may increase its capital 71. The Company in general meeting 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 called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such condition or restriction (if any) in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs.

Offer of new shares to existing members 72. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue, be offered to such members 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 to which they are entitled. The offer shall be made by notice specifying the number of shares 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 offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article. Notwithstanding the foregoing, the Company may apply to the committee of the Exchange or any other Exchange on which the Company's shares are listed, for waiver of convening the Extraordinary General Meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10 percent of the issued capital.

#### **MODIFICATION OF RIGHTS**

Modification of Right 73. If at any time the capital by reason of the issues of preference shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of Section 65 of the Act be varied modified commuted affected abrogated or dealt with by Special Resolution passed by the holders of at least three fourths of the issued shares of the calls at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general

meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two persons at least holding or representing by proxy one third of the issued shares of the class. Provided however that in the event of the necessary majority for such a Special Resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three fourths of the issued shares of the class and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by proxy. To every such Special Resolution the provisions of Section 152 of the Act, shall with such adaptations as are necessary apply.

#### **GENERAL MEETINGS**

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| Ordinary and Extraordinary Meetings                                 | 74. | An Annual General Meeting shall be held once at least in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and such place as may be determined by the Directors. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.  |
| Form of Requisition for meeting. When requisitions may call meeting | 75. | The Directors may, whenever they think fit, convene an extraordinary meeting and they shall, on the requisition of the holders of not less than one-tenth of such of the paid up capital of the Company as at the date of the deposit of the requisition carries the right of voting at general meetings, forthwith proceed to convene an extraordinary meeting of the Company, and in the case of such requisition the provisions of Section 144 of the Act shall have effect. A requisition by joint holders of shares must be signed by all such holders.   |
| Business at requisitioned meeting                                   | 76. | In the case of an extraordinary general meeting called in pursuance of a requisition no business other than that stated in the requisition as the objects of the meeting shall be transacted.  |
| Notice of meeting   | 77. | <p>(1) The notices convening meetings shall be given to all shareholders at least 14 days before the meeting or at least 21 days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-</p> <ul style="list-style-type: none"><li>(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</li><li>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote thereat.</li></ul> <p>(2) Every notice calling an ordinary or extraordinary meeting shall specify the place, day and hour of the meeting, and shall be sent by post, or otherwise served as hereinafter provided.</p> <p>(3) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Any notice of a meeting called to consider special business</p> |



shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. Such notice shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each Stock Exchange upon which the Company is listed at the same time as members are notified.

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| The record of Depositors                 | 77A. | <p>(1) The Company shall request the Depository in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(2) The Company shall request the Depository in accordance with the Rules of the Depository, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to “the General Meeting Record of Depositors”).</p> <p>(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> |
| Omission of notice                       | 78.  | The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting or any proceedings at such meeting.  |
| Notice of Annual General Meeting         | 79.  | The notice convening an Annual General Meeting shall specify the meeting as such.   |
| Notice of special or ordinary resolution | 80.  | The notice convening a meeting to consider a special or ordinary resolution shall specify the intention to propose the resolution as a special or ordinary as the case may be.  |
| Member’s right to appoint proxy          | 81.  | In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him.   |

For the purpose of general meetings, the Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings by person or proxy.

**PROCEEDINGS AT GENERAL MEETINGS**

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| Quorum           | 82. | For all purposes, the quorum for a general meeting shall be two members present in person or by proxy.   |
| Special business | 83. | All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend the consideration of the accounts and balance sheets and the report of the Directors and Auditors and any other documents annexed in the balance sheet, appointing Directors in place of those retiring by rotation or otherwise, the fixing of the Directors remuneration and the appointment and fixing of the remuneration of the Auditors. |

Quorum to be present when business commenced	84.	No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.
No business to be transacted without Chairman	85.	No business except the choice of a Chairman or the adjournment of the meeting shall be transacted or discussed at any general meeting while the chair is vacant.
Chairman of general meeting	86.	The Chairman of the Directors or in the absence of the Chairman, the Deputy Chairman (if any) shall be entitled to take the Chair at every general meeting or if there be no such Chairman, or Deputy Chairman or if at any meeting neither of them is present within fifteen minutes after the time appointed for holding such meeting or neither of them is willing to act, the Directors present shall choose one of their number to be Chairman, or if all the Directors present decline to take the Chair, then the members present shall choose one of their number being a member entitled to vote to be a Chairman.
When if quorum not present meeting to be dissolved and when to be adjourned	87.	If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to such time and place as the Chairman shall appoint, provided however that in the case of a meeting convened on requisition of members, the meeting shall be dissolved. In any case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be quorum.
How questions to be decided at meeting; casting vote	88.	Every question submitted to a meeting shall be decided in the first instance by a show of hands unless before or upon declaration of the result of the show of hands, a poll be demanded as hereinafter provided. In the case of an equality of votes the Chairman of the meeting shall both on a show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member, PROVIDED THAT where 2 members form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only 2 members are competent to vote in the question at issue, shall not have a casting vote.
Voting on resolution	89.	<p>(1) At any general meeting a poll may be demanded:</p> <ul style="list-style-type: none"> <li>(a) by the Chairman; or</li> <li>(b) by at least three members present in person or by proxy;</li> <li>(c) by any member or members present in person or by proxy and representing not less than one-tenth of the issued share capital of the Company and entitled to vote in respect thereof.</li> </ul> <p>(2) Unless a poll be so demanded a declaration by the Chairman 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 such resolution.</p> <p>(3) The demand for a poll may be withdrawn.</p>

Poll	90.	If a poll be demanded as aforesaid it shall (subject to the provisions of Article 88) be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
Power to adjourn general meeting	91.	The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place, and without such consent he may adjourn any meeting at which a proposal of importance is made for the consideration whereof in his judgement, which shall not be challenged, a larger attendance of members is desirable. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
Notice of adjournment	92.	Whenever a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled in any notice of adjournment or of the business to be transacted at an adjourned meeting.
In what case poll taken without adjournment	93.	Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
Business may proceed notwithstanding demand of poll	94.	The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### **VOTES OF MEMBERS**

Vote of members	95.	Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member present in person or by proxy shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every share held by him and the person so appointed as proxy shall be entitled to exercise the same rights as member to speak at the general meeting. A proxy may but need not be a member of the Company to vote in his stead. If the proxy is not Member, he shall be any person and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
Voting rights of shares of different monetary denominations	95A	Where the capital of the Company consists of shares of different monetary denominations, voting rights attached to a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
Joint holders	96.	Deleted.
Member of unsound mind	97.	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.

No member entitled to vote while call due to Company	98.	No member shall be entitled to be present or to vote at any general meeting or upon any poll, either personally or by proxy, or to be reckoned in any quorum, or to exercise any privileges as a member unless all calls or other moneys due and payable in respect of any shares of which he is the holder have been paid.
Objections to votes	99.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
Proxies permitted; instrument appointing proxies to be in writing	100.	Votes may be given personally or by proxy. The instrument appointing a proxy shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
Corporations can appoint representatives	101.	Any corporation, statutory corporation or the Minister of Finance (Incorporated) which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
Instrument appointing proxy to be deposited	102.	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 that power or authority shall be deposited at the Office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person name in the instrument proposes to vote.
Appointment of proxy	102A.	Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint a 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 multiple proxies	102B.	(1) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each omnibus account it holds.  (2) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
When vote by proxy valid though authority revoked	103.	A vote given in accordance with the terms of an instrument of proxy or attorney 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.

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| Votes on transmission shares          | 104. | Any person entitled under Article 62 to transfer any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such share provided that 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 or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. |
| Form of instrument appointing a proxy | 105. | Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form or to the effect following or in such other form as the Directors may approve, and shall be retained by the Company.   |

**CAHYA MATA SARAWAK BERHAD  
(Company No: 21076-T)**

I/We, ..... of ..... being a member/members of Cahya Mata Sarawak Berhad, hereby appoint ..... or failing him ..... of ..... as my/our proxy in my/our absence to attend and vote for me/us on my/our behalf at the (Ordinary, or Extraordinary, as the case may be) General Meeting of the Company, to be held on the ..... day of..... and at any adjournment thereof.

**DIRECTORS**

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| Number of Directors; first Director               | 106. | (1) The number of Directors shall be not less than two nor (unless otherwise determined by the Company in a General Meeting) more than eighteen.<br><br>(2) The following shall be the first Directors<br>(a) Mohd. Amin Bin Haji Satem<br>(b) Bujang Bin Mohd. Nor<br><br>(3) Deleted.  |
| Chairman of Directors                             | 107. | There shall be a chairman of the Board of Directors.   |
| Managing Director                                 | 108. | There shall be one managing director of the company.   |
| Director not required to hold qualification share | 109. | A Director shall not be required to hold any qualification share.  |
| Retirement of Directors by rotation               | 110. | 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 the number nearest to one-third shall retire from office. The Directors to retire at such annual general meeting (other than the first) shall be the Directors who shall have been longest in office. As between two or more who have been in office <b>an equal length of time the Director to retire shall</b> |

in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment when he has previously vacated office. Notwithstanding the above, all Directors shall retire from office once at least in each 3 year, but shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

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| Election, increase, reduction and rotation of Directors | 111. | The Company in general meeting, but subject to these Articles, may at any time elect any person to be a Director and may from time to time increase or reduce the number of Directors and may also, subject to the provisions of the Act, determine in what rotation such increased or reduced number is to go out of office. An election of Directors shall take place each year.  |
| Appointment of Director by Board                        | 112. | The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company 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 by these Articles. Any Director so appointed shall hold office until the next annual general meeting of the Company at which Directors are due to retire under these Articles, when he shall retire but shall then be eligible for re-election.  |
| Candidature for election as Director                    | 113. | 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 clear days before the meeting, left at the office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him, provided that in the case of a person recommended by the Directors for election, nine clear days' notice only shall be necessary, and notice of each and every candidature for election as a Director shall be served on the registered holders of shares at least seven days prior to the meeting at which the election is to take place.  |
| Election of Directors at adjourned meeting              | 114. | Subject to any resolution for reducing the number of Directors, if at any meeting at which an election of a Director ought to take place, the places of the retiring Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place and if, at the adjourned meeting the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall, if willing to continue in office, be deemed to have been re-elected at the adjourned meeting.   |
| Remuneration of Directors                               | 115. | <p>The fees of the Directors shall be such fixed sum as shall from time to time be determined by the Company in general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as the Directors may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:-</p> <ol style="list-style-type: none"><li>(1) 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.</li><li>(2) Salaries payable to executive Directors may not include a</li></ol> |

commission on or percentage of turnover.

- (3) 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.
- (4) Any fees paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- Special remuneration of Director 116. (1) The Directors shall be entitled to be reimbursed for all traveling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of the Management Committee or any committee established by the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- (2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the directors may pay him special remuneration, in addition to his Directors' fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged.
- Directors expenses 117. Deleted.
- Disqualification of Directors 118. (1) The Office of any Director shall ipso facto be vacated if such Director
- (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a Director by reason of any order made under the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
  - (e) resigns his office by notice in writing to the Company;
  - (f) deleted; or
  - (g) is removed by a resolution of the Company in general meeting.
- (2) Any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Director or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.
- Acts done in good faith by Director whose office is vacated
- Right to hold office of profit under the Company 119. (1) Subject to the provisions of the Act, a Director shall not be disqualified by reason of his holding any other office, or office of profit under the Company in conjunction with his office of Director, except that of Auditor, and may be appointed thereto for such period and upon such terms as to

remuneration and otherwise as the Directors may determine and no Director shall be disqualified by his office from contracting with the Company with regard to his tenure of such other office or place of profit.

- Effect on quorum (2) A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- Directors may contract with Company 120. Subject to the provisions of the Act, no Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or agreement by reason of such Director holding that office or of the fiduciary relation thereby established but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract of arrangement is determined on, if the interest then exists or in any other case at the first meeting of the Directors after acquisition of the interest. A Director shall not vote in respect of any contract or arrangement or proposed contract or arrangement, in which he may be interested as a Director, officer or shareholder of another company, or in which he has directly or indirectly any material interest.
- When Director of the Company appoint Director of a subsidiary company 121. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise, upon such terms and subject to such conditions as the Directors may determine.
- Right to payment for professional services 122. 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 an auditor to the Company.

#### **ALTERNATE DIRECTOR**

- Appointment and remuneration of Alternate Director 123. Each Director shall have the power to appoint in writing under his hand any person approved for that purpose by a majority of the other Directors to act as Alternate Director in his place and on such appointment being so made and approved the Alternate Director shall in all respects be subject to the terms and conditions existing with reference to the other Directors and each Alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall look to such Director solely for his remuneration and shall not be entitled to claim remuneration from the Company.
- Cessation of appointment of Alternate Director 124. The appointment of an Alternate Director shall be cancelled and the Alternate Director shall cease to hold office whenever the Director who appointed him shall cease to be a Director or shall give notice in writing to the Secretary that the Alternate Director representing him has ceased to represent him, provided that a Director retiring at any ordinary meeting and being re-elected shall not for the purpose of this Article be deemed to have ceased to be a Director. The appointment of an Alternate



Director may at any time be revoked by a majority of the Directors (excluding the Director who appointed him).

Responsibility of an Alternate Director 125. Every person acting as an Alternate Director shall be deemed to be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.

126. Deleted.

#### **POWER OF DIRECTORS**

General power of Company vested in Directors 127. The business of the Company shall be managed by the Directors who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, exercise all such powers and do all such things as the Company is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by law expressly directed or required to be exercised or done by the Company in general meeting but subject, nevertheless, to the provisions of any law for the time being in force and of these Articles and to any regulations from time to time made by the Company in general meeting (not being inconsistent with the provisions of such law or of these Articles), provided that no regulation so made shall invalidate any prior act to the Directors which would have been valid if such regulation had not been made.

Restriction on Directors power of undertaking of the Company 128. The Directors shall not, save with consent of the company in general meeting, dispose of the whole or substantially the whole of the undertaking or property of the Company.

Power to borrow 129. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereto, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of its related companies only.

Classification of securities and terms 130. The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company of any class authorised to be issued.

Nature of security 131. Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or management, or the realisation thereof, or

the making, receiving or enforcing of calls upon the members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated.

Security for payments due	132.	The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised, but in such case the amount shall be reckoned as part of the money borrowed.
Register of mortgages to be kept	133.	The Directors shall cause a proper register to be kept, in accordance with the requirements of the Act, of all mortgages and charges specifically affecting the property of the Company.
Debentures and other securities may be issued at discount, etc.	134.	Any debenture or other security may be issued at a discount, premium or otherwise and (with the sanction of the Company in general meeting) with any special privilege as to allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.
Indemnity to Directors	135.	If the Directors or any of them, or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure that Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

#### **PROCEEDINGS OF DIRECTORS**

Directors meeting not to be held outside Malaysia	136.	No meeting of the Directors shall be held outside Malaysia and the proceedings of any meeting purported to be held outside Malaysia shall not be valid.
Proceedings, meetings of Directors and quorum	137.	<p>(a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Two Directors shall be a quorum for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes except in cases where an unanimous vote is required under these Articles or the decision of questions is regulated by any special agreement.</p> <p>(b) Notice of any meeting of the Directors may be given by telephone or facsimile and the contemporaneous linking together by telephone or such other electronic communication media of a number of the Directors being not less than the quorum shall be deemed to constitute a meeting of the Directors wherever in the world they are, as long as:</p> <ul style="list-style-type: none"><li>(i) the quorum of Directors is met;</li><li>(ii) at the commencement of the meeting each Director acknowledges the presence thereof to all the other Directors taking part and such participation shall be deemed to be presence in person;</li><li>(iii) each of the Directors taking part is able to be heard and hear each of them subject as hereinafter mentioned throughout the meeting;</li><li>(iv) the Directors present at the commencement of the</li></ul>

meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the Directors during the disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned;

(v) all information and documents are made equally available to all participants prior to or at/during the meeting; and

(vi) a minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the Chairman and the Secretary of the Company.

Calling of meetings	138.	Two Directors may at any time summon a meeting of the Directors, and the Secretary, upon the request of the Chairman or any two Directors, shall convene a meeting of the Directors. Notice of a meeting of Directors need not be given to a Director who is not in Malaysia and who has given notice that he is leaving Malaysia temporarily or otherwise.
Chairman or Deputy Chairman of Directors	139.	The Shareholders shall appoint a Chairman of the Board of Directors. The Directors may elect a Deputy Chairman from their number and may determine the period for which such officer shall hold office. The Chairman or in the absence of the Chairman or Deputy Chairman (if any) shall preside at the meetings of Directors. If no such officers are present within five minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their number to be Chairman of the meeting.
Power of quorum	140.	A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally.
Decision at a meeting of Directors	141.	Questions arising at any meeting of the Directors shall be decided by a majority of votes, each Director having one vote and in case of an equality of votes the Chairman shall have a second or casting vote. Provided that at a meeting of the Directors where two Directors form a quorum and only such quorum is present, or at a meeting of the Directors at which only two Directors are competent to vote on the question at issue, the Chairman of such meeting shall not have a casting vote.
When acts of Directors or committee valid notwithstanding defective appointment, etc.	142.	All act done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there are some defect in the appointment of such Directors or persons 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 disqualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to acts done by such Directors, committee or persons acting as aforesaid after it has been shown that there was some defect in such appointment or that they or any of them were disqualified.

Power to act notwithstanding vacancy	143.	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company, but for no other purpose.
Committees	144.	The Directors may delegate any of their powers to a committee consisting of such number or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors.
Meetings and proceedings of committee	145.	The meetings and proceedings of any such committee, if consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
Decisions by a Committee	146.	In the case of a committee consisting of three or more members, questions arising at any meeting shall be determined by a majority of votes of the member present, and in case of any equality of votes the Chairman of such meeting shall have a second or casting vote and in the case of a committee consisting of two members only the decision shall be arrived at in such manner as shall be determined by regulations imposed by the Directors.
Resolution in writing	147.	A resolution in writing signed or approved by letter, telegram, telex or telefax 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 may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

#### **MANAGING AND EXECUTIVE DIRECTORS**

Power to appoint Managing Director	148.	The Directors may from time to time, appoint one or more of their body to the office of Managing Director (which term shall be deemed to include the Group Chief Executive or other such designation of the Company's Chief Executive Officer) or to any other office or employment under the Company for such period and upon such terms as they may think fit at any one time but if the appointment is for a fixed term, the term shall not exceed three (3) years; with power to reappoint thereafter and may from time to time (subject to provisions of any contract between such person and the Company) remove or dismiss him from office and appoint another in his place.
Managing Director subject to retirement by rotation	149.	A Managing Director 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 fixing the number of Directors to retire, and he shall be subject to the same provision as to resignation

and removal as the other Directors of the Company, and he shall, ipso facto and immediately, cease to be a Managing Director if he ceased to hold the office of Director from any cause.

- Remuneration of Managing Director 150. The remuneration of a Managing Director or Executive Director shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on dividends or profits of the Company or of any other company in which the Company is interested or by participation in any such profits or by any, of all of those modes or otherwise as may be expedient, but shall not include a commission on or percentage of turnover.
- 150A. An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of office or employment by virtue whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, (but subject to the terms of any contract between him and the Company) and may be determined at any time by a resolution of the Directors.

- Powers of Managing Director 151. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these provisions by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such object and purposes and upon such terms and conditions, and with such restrictions as they think expedient; and may from time to time revoke, withdraw, alter, or vary all or any of such powers. A Managing Director shall be subject to the control of the Board of Directors.

#### **SECRETARY**

- Secretary 152. The Secretary shall be appointed by the Directors for such term or terms, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be only removed by them. The Directors may, from time to time, if there is no Secretary or no secretary capable of acting, by resolution appoint an assistant or deputy secretary to exercise the functions of the Secretary.

#### **MANAGEMENT**

- Management 153. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in any part of the world in such manner as they think fit, and the provisions contained in the three next following articles shall be without prejudice to the general powers conferred hereby.
- General Manager 154. The Directors may from time to time appoint a General Manager, and at any time, may establish any office, or agency for managing any of the affairs of the Company in any specified locality, and may appoint any persons to be Managers, Secretaries or agents, and may fix their remuneration. Such appointments or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annul or vary such delegation.
- Powers of attorney 155. The Directors may at any time and from time to time, by powers of attorney under the Seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and

with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents), and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may (if the Directors think fit) be made in favour of any of the persons referred to in Article 153 or any company or of the members, Directors, nominees or Managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors think fit. Any such delegates or attorneys as aforesaid may be authorised by the Directors to subdelegate all or any of the powers, authorities and discretions for the time being vested in them.

- Appointment of Solicitor 156. Notwithstanding the provisions of Article 153, 154 and 155 the Directors may appoint a Solicitor to prosecute or defend any proceedings by or against the Company in any court of law and for this purpose may cause the Seal of the Company to be affixed to any warrant, power of attorney or other authority and may in the case of any emergency arising requiring the appointment of an agent or officer of the Company make the temporary appointment of an agent or officer to hold office until the next meeting of the Directors.

#### **MINUTES**

- Minutes 157. (1) The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- (a) of all appointments of officers;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of Directors;
  - (c) of all orders and resolutions made by the Directors and committees of Directors; and
  - (d) of all resolutions and proceedings of general meetings and of meetings of Directors and committees of Directors.
- (2) Any such minutes of any meetings of the Directors, or of any committee of Directors or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima evidence of the matter stated in such minutes.

#### **COMMON SEAL**

- Seal 158. The Directors shall forthwith provide a common seal for the Company, and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The Company may also have a share Seal pursuant to Section 101 of the Act.
- Custody of seal 159. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the directors authorized by the Directors in that behalf, and, every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

160. (1) The Directors shall cause to be kept proper books of accounts with respect to :-
- (a) all sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods and services by the Company; and
  - (c) the assets and liabilities of the Company.
- (2) The books and accounts shall be kept at the office of the Company or at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors.
- Inspection 161. The Directors shall from time to time determine whether and to what extent and at what times and places, and under what conditions or regulations the accounts and books 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 document of the Company except as conferred by the Act or authorised by the Directors.
- Presentation of accounts 162. (a) The Directors shall from time to time, in accordance with provisions of the Act and the Listing Requirements cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required under the Act and the Listing Requirements.
- (b) 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 4 months.
- Copies of account to be sent to members, etc. 163. A copy of every balance sheet and profit and loss account which is to be laid before the Company in general meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not more than six month after the close of the financial year and not less than fourteen days before the date of the meeting be sent to every member of, every holder of debenture of, and trustees for every debenture holder of, the Company and to every other person who is entitled to receive notice of general meetings from the company under the provisions of the Act or of these Articles. The requisite number of copies of each such document shall also be sent to each Stock Exchange upon which the Company's shares are listed.
- Particulars of investments 164. Save as may be necessary for complying with the provisions of the Act, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

## AUDIT

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| Audit   | 165. | Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet shall be ascertained by one or more Auditor or Auditors and the provisions of the Act in regard to audit and the appointment and qualification of Auditors shall be observed.  |
| Auditor's right to receive notice of and attend and speak at general meetings | 166. | The Auditor or Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.   |
| Audited accounts  | 167. | Every accounts of the Company when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof; whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.   |
| Profits of company which are to be distributed by way of dividend             | 168. | Subject to any rights or privileges for the time being attached to any shares in the capital of the Company having preferential or special rights in regard to dividend and to the provisions of these Articles as to the reserve and depreciation funds, the profits of the Company which it shall from time to time be determined to distribute by way of dividend, shall be applied in payment of dividends upon the ordinary shares of the Company in proportion to the amounts respectively paid up thereon or credited as paid up thereon at the end of the period in respect of which the dividend is declared, other than the amounts paid in advance of calls. |
| Dividends   | 169. | The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for the payment of such dividend.  |
| Extent of dividend  | 170. | No larger dividend shall be declared than is recommended by the Directors, but the Company in general meeting may declare a smaller dividend.   |
| Retention of dividend   | 171. | The Directors may retain the dividends payable upon any share in respect of which any person is under Article 62 entitled to become a member or which any person under that Article is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same. No such dividend shall bear interest as against the Company.   |
| Retention of dividend on which Company has lien                               | 172. | The Directors may retain any dividend on which the Company has a lien and may apply the same in or towards satisfaction of any unpaid liabilities in respect of which the lien exists as hereinbefore provided by these Articles.   |
| Joint holders   | 173. | Deleted.  |
| Interim dividends   | 174. | The Directors may from time to time declare and pay an interim dividend to the members in proportion to the amount paid up or credited as paid up at the time of such declaration on the shares as aforesaid, having regard to the rights of the holders of different classes of shares, if it appears to the Directors to be probable, having regard to the state of accounts, that all payments which require to be paid before the dividends to the shareholders will be duly provided for out of the income of the  |



year.

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| Payment out of net profits to be conclusive            | 175. | No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, but this provision shall be without prejudice to the right of the Directors to apply any part of any such reserve funds as may represent undistributed profits to provide, make, equalise or increase any dividend or to pay a bonus from time to time. No dividend or other moneys payable on or in respect of a share shall carry interest as against the Company.   |
| Directors' declaration of net profits to be conclusive | 176. | The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.   |
| Ranking for dividend                                   | 177. | When a share is issued after the commencement of any financial year it shall, unless otherwise provided by the terms of issue, rank pari passu with previously issued shares as regards any dividend subsequently declared in respect of such year.  |
| Right to dividend in respect of a transferred share    | 178. | A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.  |
| Unclaimed dividends                                    | 179. | Subject to the Unclaimed Money's Act, 1965 all dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the directions of the Directors for the benefit of the Company until claimed.   |
| Register   | 180. | Every dividend shall belong and be paid (subject to the Company's lien) to those members who shall be on the Register at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of share.  |
| Deduction  | 181. | The Directors may deduct from the dividends payable to any member all such sums as may be due from him to the Company on account of calls or otherwise.  |
| Bonus issue in lieu                                    | 182. | Any general meeting declaring a dividend may, upon the recommendation of the Directors, resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of the Company, or paid up shares, debentures or debenture stock of any other company, or in any one or more of such ways; and any general meeting may, upon the recommendation of the Directors, resolve that any moneys, investment or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or funds or other special account or in the hands of the Company and available for dividend and including any profits arising from the sale or revaluation of the assets of the Company or any part thereof or by reason of any other accretion to capital assets (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised funds be applied on behalf of such shareholders in paying up in full any unissued shares of the Company or debentures or debenture stock of the Company which shall be distributed accordingly or in |

or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any resolution under this Article the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than one dollar may be disregarded in order to adjust the rights of all parties and may vest any such cash or specified assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with provisions of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

Capitalisation of reserves      183.      The Company in general meeting may from time to time and at any time pass a resolution to the effect that it is desirable to capitalise any part of the undivided profits of the Company standing to the credit of any of the Company's reserve funds or to the credit of the profit and loss account, and that accordingly such sum be set free for distribution among the members in accordance with their rights and interest in the profits or otherwise as may be agreed, on the footing that the same be not paid in cash, but be applied in payment in full or in part of the shares of the Company, and that such shares be distributed among the members in accordance with their rights and interest in the profits or otherwise as aforesaid. When such resolution has been passed on any occasion the Directors may allot and issue the shares therein referred to credited as fully or partly paid up, as the case may be, to the members according to their rights and interest in the profits or otherwise as aforesaid, with full power to make such provision by the issue of fractional certificates or otherwise as they think expedient for the case of fraction. Prior to such allotment the Directors may authorise any persons, on behalf of the members to receive such allotment to enter into an agreement with the Company providing for the allotment to them of such shares credited as fully or partly paid up, and any agreement made under such authority shall be effective.

Payment of dividend      184.      (1) Subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of such persons or to the bank account of such person as such persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of bank account(s).

(2) Subject to the provision of the Act, the Central Depositories Act and the Rules, any dividend, interest or other money payable in cash in respect of shares may be paid by

banker's draft, money order, cheque or warrant sent through the post to the address of the holder or in case of joint holders to the address of that one whose name stands first on the Record of Depositors or to such person and to such address as the holder or joint holders may by writing direct. Every such draft, money order, cheque or warrant shall be made payable to the order of the persons to whom it is sent or to such person as the holder or joint holders may direct and payment of same if purporting to be endorsed shall be a good discharged to the Company. Every such draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby.

#### **RESERVE AND DEPRECIATION FUNDS**

- Reserve funds      185.      The Directors may, from time to time, before recommending any dividend, whether preferential or otherwise, set apart any such portion of the profits of the Company and also any such portion of premium received upon the issue of shares, securities or obligations of the Company as they think fit, and also any such portion of surplus realised on the sale of any fixed assets of the Company or arising from a revaluation of the Company's properties or assets as they think fit, as a reserve fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends or for repairing, improving, and maintaining any of the property of the Company and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interest of the Company; and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit, with full power to employ the reserve funds or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets, the income arising from any reserve fund shall be treated as part of the gross profits of the Company; the Directors may also without placing the same to reserve carry over any profits which they may think it not prudent to divide.
- Depreciation fund      186.      The Directors may, from time to time before recommending any dividend, set apart any such portion of the profits of the Company, as they think fit, as a depreciation fund applicable at the discretion of the Directors, for providing against any depreciation in the investments of the Company or for rebuilding, restoring, replacing or for altering any part of the buildings, works, plant, machinery or other property of the Company destroyed or damaged by fire, flood, storm, tempest, accident, riot, wear and tear, or other means and for repairing, altering and keeping in good condition the property of the Company, or for extending and enlarging of the buildings, machinery and property of the Company, with full power to employ the assets constituting such depreciation fund in the business of the Company, and that without being bound to keep the same separate from other assets.
- Investment of money      187.      All moneys carried to the reserve fund and depreciation fund respectively, shall nevertheless remain and be profits of the Company applicable subject to due provision being made for actual loss or depreciation for the payment of dividends, and such moneys and all other moneys of the Company not

immediately required for the purposes of the Company may be invested by the Directors in or upon such investments or securities as they may select or may be used as working capital or may be kept at any bank on deposit or otherwise as the Directors may from time to time think proper.

#### **BILLS, NOTES, CHEQUE AND RECEIPTS**

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|-----------------------|------|--|
| Negotiable instrument | 188. | The Directors may draw, make, accept or endorse or authorise any other person or persons to draw, make, accept or endorse any cheques, bills of exchange, promissory notes or other negotiable instruments, provided that every cheque, bill of exchange, promissory note or other negotiable instrument drawn, made or accepted shall be signed by such person or persons as the Directors may appoint for the purpose.   |
| Receipt               | 189. | Receipts for money payable to the Company may be signed by a Director or the Secretary, or the person acting as Secretary, or by any other person authorised by the Directors to receive money either generally or any particular sum of money on behalf of the Company and such receipt shall be deemed to be valid, and any money paid by the authority of the Directors to the bankers of the Company on account of the Company shall be deemed to be duly paid to the Company. |

#### **NOTICES**

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| How notices to be served on members       | 190. | A notice may be served by the Company upon any member either personally or by sending it through the post in prepaid envelope or wrapper addressed to such member at his registered place of address in Malaysia as appearing in the Register of Members or the Record of Depositors.   |
| Member to notify and register his address | 191. | Every member may from time to time notify in writing to the Company some place in Malaysia to be registered as his address and such place shall for all purposes be deemed his registered place of address. A member who has no registered place of address shall not be entitled to any notice.  |
| How to be advertised                      | 192. | If a member has no registered address in Malaysia and has not supplied to the Company an address within Malaysia for the giving of notices to him, a notice addressed to him and advertised office to the Company shall be deemed to be duly given to him on the day on which the advertisement appears.  |
| Notice to joint holders                   | 193. | Deleted.  |
| When notice by post deemed to be served   | 194. | Any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same would be delivered in the ordinary course of post and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, prepaid, and put into the post office. And a certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear. |
| Notice to registered holders              | 195. | Every person who by operation of law, transfer 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 or address being entered on the Register of Members as a member shall be duly given to member from whom he derives his title to the share notwithstanding the Company may have notice of the death, lunacy, bankruptcy, insolvency or disability of such member or of the transfer of such share.

- Notice to persons entitled to a share in consequence of death, bankruptcy or insolvency 196. A notice may be given by the Company to the persons entitled to a share in consequence of the death, bankruptcy or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of the representative of the deceased, or assignee of the bankruptcy or insolvent or by any like description, at the address being entered in the Register of Members or the Record of Depositors (if any) in Malaysia supplied for the purpose by the persons 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 given if the death, bankruptcy or insolvency had not occurred.
- Notice in respect of deceased holders 197. Any notice of document delivered or sent by post to or left at the registered address by any member in pursuance of these presents shall, notwithstanding such member be then deceased, and whether or not the Company have served notice of his decease, be deemed to have been duly served in respect of any registered shares and such service shall, for all purposes of these presents, be deemed a sufficient service of such notice or document on his heirs, executors or administrators.
- Notice of general meeting 198. (1) Notice of every general meeting shall be given in some manner hereinbefore authorised to:-
- (a) every member of the Company except those members who (having no registered address within Malaysia) having not supplied to the Company an address within Malaysia for the giving of notices to them;
  - (b) every person entitled to a share in consequence of the death, bankruptcy or insolvency of a member who, but for his death, bankruptcy or insolvency, would be entitled to receive notice of the meeting; and
  - (c) the Auditor for the time being of the Company;
  - (d) every Stock Exchange on which the Company's shares are listed.
- (2) No other person shall be entitled to receive notices of general meetings.
- Period of notice 199. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day on which the notice is to be operative shall be excluded in computing such number of days or other period.
- Authority 200. The signature to any notice to be given by the Company may be written or printed.

#### **WINDING UP**

- Distribution of assets 201. If the Company shall be wound up and the assets available for distribution among the members shall be insufficient to pay the whole of the paid up capital, such asset shall be distributed so that as nearly as may be 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 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 assets shall be distributed among the members in proportion to the capital at the commencement of the winding up paid up, or which ought to have been paid up, on the shares held by them respectively, but this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

No commission to be paid on voluntary liquidation 202. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been ratified by shareholders. The amount of such payment shall be notified to all shareholders at least seven days prior to the meeting at which it is to be considered.

Distribution of assets in specie or kind 203. The liquidator on any winding up of the Company (whether voluntarily or otherwise) may with the authority of a Special Resolution divide amongst the members in specie or kind the whole or any part of the assets of the Company, (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the members or different classes, of members, and may, with the like sanction, vest the whole of any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator, with the like sanction shall think fit.

Proceeds of sale by liquidator 204. In the case of a sale by the liquidator under Section 269 of the Act, the liquidation may by the contract of sale agree so as to bind all the members for the allotment to the members direct of the proceeds of sale in proportion to their respective interests in the Company, and may further by the contract limit a time at the expiration of which obligations or shares not accepted or required to be sold shall deemed to have been irrevocably refused and be at the disposal of the Company, but so that nothing herein contained shall be taken to diminish, prejudice or affect the rights of dissenting members conferred by the said section.

Liquidator's power of sale 205. The power of sale of a liquidator shall include a power to sell wholly or partially for debentures, debenture stock or other obligations of another company, either than already constituted or about to be constituted for the purpose of carrying out of the sale.

#### **SECURITY CLAUSE**

Secrecy 206. Save as maybe expressly 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 or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the members of the Company to communicate to the public.

## INDEMNIFICATION OF OFFICERS

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| Indemnity of officers              | 207. | Subject to the provisions of the Act, every Director, Manager, Trustee, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company for any travelling expenses and other costs, charges and expenses and losses incurred by him in or about the discharge of his duties, except such losses or expenses as happen from his own wilful acts or defaults against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust; and it shall be the duty of the Directors, to pay, out of the funds of a Company, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.       |
| Liability                          | 208. | No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own negligence, default, breach of duty, breach of trust or dishonesty of which he may be guilty in relation to the Company.  |
| Effect of the Listing Requirements | 209. | <ol style="list-style-type: none"><li>(1) Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.</li><li>(2) Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.</li><li>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</li><li>(4) If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these articles are deemed to contain that provision.</li><li>(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.</li><li>(6) If any provision of these articles is or becomes inconsistent with the Listing Requirements, these articles are deemed not to contain that provision to the extent of the inconsistency.</li></ol> |

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**Names, Address and Description of Subscribers**

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MOHD. AMIN BIN HAJI SATEM  
'Sian Close'  
Off Ong Tiang Swee Road,  
Kuching

Chairman of Sarawak Economic  
Development Corporation

BUJANG BIN MOHD. NOR.  
No. 145 Jalan Muhibbah  
Kuching

Company Director

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Dated this 3rd day of September, 1974

Witness to the above signatures

NICHOLAS TUKAK GUNJEW  
c/o S.E.D.C., 2<sup>nd</sup> Floor,  
Electra House, Kuching,  
ADVOCATE

*Revised*  
15 May 2014