

THE COMPANIES ACT, 1965
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

WZ SATU BERHAD
(Company No. 666098-X)

Incorporated on the 15th day of September, 2004

(These Memorandum and Articles of Association were amended by way of the
Special Resolution passed on 28 January 2016)



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

**BORANG 13
AKTA SYARIKAT 1965 [Seksyen 23(2)]**

No. Syarikat
666098 **X**

**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
NAMA SYARIKAT**

Dengan ini diperakui bahawa

WZ STEEL BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
15 haribulan **September** 2004, sebagai sebuah syarikat awam,

pada **30** haribulan **Oktober** 2013 telah menukar namanya kepada

WZ SATU BERHAD

dan bahawa syarikat ini adalah sebuah syarikat awam

dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada **30** haribulan **Oktober** 2013.



(Signature)
NAZILA BINTI ALIAS

**PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

**BORANG 13
AKTA SYARIKAT 1965**

[Seksyen 23(2)]

No. Syarikat

| | |
|--------|---|
| 666098 | X |
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**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
NAMA SYARIKAT**

Dengan ini diperakui bahawa

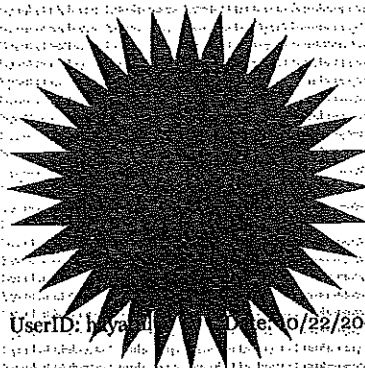
WENG ZHENG RESOURCES BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
15 haribulan September 2004, sebagai sebuah syarikat awam,
pada 22 haribulan Oktober 2008 telah menukar namanya kepada

WZ STEEL BERHAD

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

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 22 haribulan Oktober 2008.



**KALSOM BINTI ABDUL SAMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**

UserID: haya Date: 10/22/2008 11:49:58 AM



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 23

AKTA SYARIKAT 1965

[Seksyen 52 (3)]

No. Syarikat

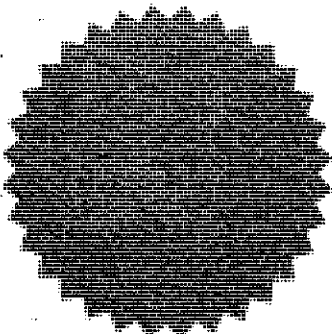
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|--------|---|
| 666098 | X |
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**PERAKUAN DI BAWAH SEKSYEN 52 (3)
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

Saya, **NORIHAN BINTI ELIAS**, Penolong
Pendaftar Syarikat, dengan ini memperakui bahawa
WENG ZHENG RESOURCES BERHAD

telah, pada hari ini menyerahkan kepada saya Akuan Berkanun yang
dikehendaki di bawah Peruntukan-peruntukan Seksyen 52 (2), (c)
Akta Syarikat, 1965 dan bahawa syarikat tersebut adalah berhak
memulakan perniagaan dan menjalankan kuasa meminjamnya.

Diberi di bawah tandatangan saya pada 07 haribulan
Oktober 2004



**NORIHAN BINTI ELIAS
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 8

AKTA SYARIKAT 1965

[Seksyen 16 (4)]

No. Syarikat

666098

X

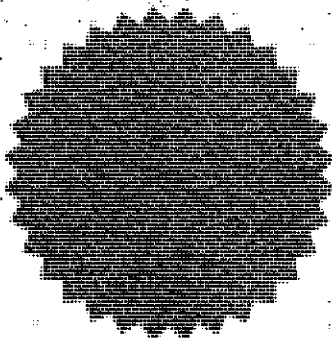
PERAKUAN PEMERBADANAN SYARIKAT AWAM

Adalah diperakui bahawa

WENG ZHENG RESOURCES BERHAD

telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 15 haribulan September 2004, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 15 haribulan September 2004.




PUTERI BINTI MAHMOOD
Penolong Pendaftar Syarikat
Malaysia

THE COMPANIES ACT, 1965

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WENG ZHENG RESOURCES BERHAD

1. The name of the Company is **WENG ZHENG RESOURCES 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 the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominees shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligation and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (2) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issues or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (3) To carry on any other trade or business whatsoever which can, in the opinion of the directors, be advantageously carried on by the company in connection with or as ancillary to the aforementioned business of the Company.

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph,

but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The Powers of a Company as contained in the Third Schedule to the Companies Act, 1965 ('the Act') shall apply to the Company.
5. The liability of the members is limited.
6. The authorised capital of the Company is RM375,000,000/- (Ringgit Malaysia Three Hundred and Seventy Five Million) only divided into 750,000,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
7. Subject always to the respective rights, terms and conditions mentioned in Clause 6 hereof the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

(Amended by way of
Special Resolution
passed on 28
January 2016)

Company No. 666098-X

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

| Names, addresses and descriptions of subscribers | Number of shares taken by each subscriber |
|--|---|
| Choong Sod Wai (f) I/C No. 790616-14-5128 56-2 Sri Rempah apartment Block A Lorong Jugra Batu 3 ½ Jalan Klang Lama 58100 Kuala Lumpur Company Director | Two (2) |
| Fadillah binti Abdul Latiff (f) I/C No. 771027-04-5088 Batu 19 ¾ Kampung Padang Sebang 78000 Alor Gajah, Melaka Company Director | Two (2) |
| Total number of Shares Taken: | Four (4) |

Dated this 3 September 2004

Witness to the above signatures:

Name: Sepekar Zanidah Hussin
(LS007244)
Company Secretary
Address: 47 Jalan Bukit Indah 3/21
Bukit Indah 68000 Ampang
Selangor

THE COMPANIES ACT, 1965

MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WENG ZHENG RESOURCES BERHAD

TABLE "A" EXCLUDED

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

INTERPRETATION

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

WORDS

MEANINGS

Definitions

The Act

the *Companies Act, 1965* or any statutory modification, amendment or re-enactment thereof for the time being in force.

these Articles

these Articles of Association as originally framed or as altered from time to time by special resolution subject to the Act and the written approval of the Exchange.

Board

Board of Directors of Weng Zheng Resources Berhad.

| | | |
|------------------------------|--|--|
| Cash Distribution | Cash payments made by the Company in respect of its securities which are listed and quoted for trading on the Exchange, as prescribed by the Exchange from time to time which include:- (a) cash dividends; (b) payments of interest or profit rates on debt securities or sukuk respectively; (c) income distributions made by collective investment schemes; (d) capital repayment; and (e) cash payments in lieu of odd lots arising from distributions in specie. | (Added by way of Special Resolution passed on 9 October 2014) |
| Central Depositories Act | <i>Securities Industry (Central Depositories) Act, 1991</i> or any statutory modification, amendment or re-enactment thereof and any other legislation or regulation for the time being in force made thereunder. | |
| Central Depository | Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W). | |
| Company | WENG ZHENG RESOURCES BERHAD (Company No. 666098-X). | |
| The Directors | the Directors for the time being of the Company. | |
| Depositor | a holder of a Securities Account as defined in the Central Depositories Act. | |
| Deposited Security | a security in the Company standing to the credit of a Securities Account of a Depositor and includes a security in a Securities Account that is in suspense. | |
| Exchange or Bursa Securities | Bursa Malaysia Securities Berhad (Company No. 635998-W). | |
| Exempt Authorised Nominee | An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act. | (Added by way of Special Resolution passed on 18 October 2012) |

| | |
|----------------------|---|
| Holder | in relation the securities in the Company, any person/persons whose names appear on the Register and any Depositor whose names appear on the Record of Depositors but shall exclude the Central Depository or its nominee company in whose name the Deposited Security is registered. "Holding of shares in the Company" and "shareholder of the Company" and any other similar expressions shall have the corresponding meaning. |
| Listing Requirements | Listing Requirements of Bursa Malaysia Securities Berhad including any amendment to the Listing Requirements that may be made from time to time. |
| Market Days | any day on which there is official trading on the Exchange. |
| Member | unless otherwise expressed to the contrary, includes a Depositor who shall be treated as if he is a member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as bare trustee member. |
| Office | the registered office for the time being of the Company. |
| Record of Depositors | a record provided by the Central Depository to the Company or its Registrar under Chapter 24.0 of the Rules. |
| Register | the register of Members to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Record of Depositors. |
| Registrar | the Share Registrar of the Company. |
| Rules | the Rules of the Central Depository and any appendices thereto. |
| Seal | the Common Seal of the Company. |
| Secretary | any person appointed to perform the duties of the Secretary of the Company for the time being. |

| | |
|--------------------|--|
| Securities | debentures, stocks, shares, bonds and/or notes of the Company and any right or option in respect thereof. |
| Securities Account | an account established by the Central Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor; and |
| Foreigner | <ul style="list-style-type: none">i) an individual who is not a citizen of Malaysia;ii) a body, corporate or unincorporated, which is incorporated or constituted as the case may be, outside Malaysia;iii) a trustee administering a trust which is constituted under any foreign law;iv) a trust corporation which is incorporated under any foreign law;v) a society, including a co-operative society or any other institution, which is constituted, registered or incorporated under any foreign law;vi) a nominee company incorporated in Malaysia which:-<ul style="list-style-type: none">- is identified with the word ("Asing") in its name; and- performs the services of a nominee, agent or trustee solely for or on behalf of legal or beneficial owners of securities who are foreigners; or |

- vii) a company other than a company described under paragraph (vi), which is incorporated in Malaysia and any one of the persons or a combination of the persons referred to in paragraph (i) to (v) is entitled to exercise or control the exercise of more than fifty per cent of the voting rights of the company; and
- viii) any modifications, amendments or additions thereof as may be made by the Minister of Finance to the definition of "foreigner" as contained in the Foreign Ownership Regulations.

Right and Obligations All the rights, benefits, powers, privileges, liabilities, duties and obligations under subregulation 6(1) of the Foreign Ownership Regulations.

Prescribed limit the aggregate limit of the percentage of the issued share capital of the Company which may be owned by the foreigner, as may be determined from time to time by the relevant authority.

Foreign Ownership Regulations *Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996.*

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

Word importing persons shall include corporations and companies.

Subject as aforesaid, any words or expressions defined in these Articles shall be interpreted in accordance with the provisions of the *Interpretation Act, 1967* as amended from time to time and any re-enactment thereof and of the Act as in force at the date at which these Articles become binding on the Company.

Expressions in Act defined to bear same meaning in Articles

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

Marginal Notes

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorised capital of the Company is RM375,000,000/- (Ringgit Malaysia Three Hundred and Seventy Five Million) only divided into 750,000,000 ordinary shares of RM0.50 each. The Company may from time to time by Ordinary Resolution change its authorised share capital.

Authorised capital (Amended by way of Special Resolution passed on 28 January 2016)

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

Power to issue shares

- (a) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (b) in the case of shares offered to the public for subscription, the amount payable on application for each share shall not be less than five per cent (5%) of the nominal amount of the share;
- (c) in the case of shares of any class, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles; and
- (d) no director shall participate in a share scheme for employees unless shareholders in general meeting have approved the allotment to be made to such director.

5. (1) Subject to the Act, any preference shares may with the sanction of an ordinary resolution of shareholders in general meeting, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. The Company may also on any issue of shares pay such brokerage as may be lawful. Rights of preference shareholders
- (2)(a) Preference shareholders shall have the right to attend and vote at any meeting convened for the purpose of sanctioning:
- (i) a resolution or proposal in respect of dividend or part of the dividend on the preference shares which are in arrears for more than six (6) months;
 - (ii) a proposal to reduce the capital of the Company;
 - (iii) a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) a proposal or resolution which affects the rights and privileges attached to the preference share; and
 - (v) a proposal to wind up the Company; and
 - (vi) during the winding-up of the Company.
- (b) Preference shareholders shall be entitled to a return of capital in preference to holders of ordinary shares in the event that the Company is wound up.
- (c) Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending meetings of the Company.
6. Notwithstanding Article 7 hereof, the repayment of preference share capital other than redeemable preference shares, or any alteration of preference shareholder's rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Repayment of preference capital

- | | | |
|-----|--|---|
| 7. | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy, one-third of the issued that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution, the provisions of Section 152 of the Act shall with such adaptations as are necessary, apply. | Modification of class rights |
| 8. | The rights conferred upon the holders of the shares of any class other than ordinary shares shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects <i>pari passu</i> therewith. | Ranking of class Rights |
| 9. | The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and the rate of the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. | Commission on subscription of shares |
| 10. | Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 of the Act and may charge the same to capital as part of the cost of the plant construction of the works or buildings or the provision. | Interest on share capital during construction |
| 11. | Except as required by law and provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or (except only as by these Articles, the Rules or by law otherwise provided) any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder. | Trusts not to be recognised |

ISSUE OF SECURITIES

12. The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.
- Issue of Securities

CERTIFICATES

13. (1) Every certificate issued shall be under the Seal and bear the signatures or the autographic signatures of at least one Director and the Secretary or a second Director or such other person as may be authorised by the Directors and shall specify the shares to which it relates, and the amount paid up thereon.
- Issue of Share Certificates
- (2) Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on evidence being produced and a letter of indemnity (if required) being given, as the Directors of the Company shall require, and, in the case of defacement or wearing out, on delivery of the old certificate.
- Replacement of Share Certificates

LIEN

14. The Company shall have a first and paramount lien on every share and all dividends from time to time declared in respect of such shares provided always that such lien shall be restricted only to the following:
- Company's lien on shares
- (a) unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid;
- (b) amounts owed to the Company in respect of shares acquired by an employee under an employee share option scheme; and
- (c) such amounts as the Company is required by law to pay, and has paid, in respect of shares of a Member or deceased Member.

The lien in each of the above cases shall also extend to reasonable interest and expenses incurred because of the unpaid amount.

15. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. Lien may be enforced by sale of shares
16. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such share or any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company. Directors may effect transfer
17. The proceeds of the sale after payment of the amount of interest and costs relating to the sale, shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to like lien for sums not presently payable but existing upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs. Application of proceeds of sale

CALLS ON SHARES

18. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no calls shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine. Directors may make calls
19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). Effective date of call

20. If a sum called in respect of shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum or such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest, wholly or in part. Interest on unpaid calls
21. Any sum which by the terms of issue of a share is payable on allotment or any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to have been duly called for and shall be payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if the sum had become payable by virtue of a call duly made and notified. When calls deemed made
22. (1) The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls. Difference in calls
- (2) If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the share.
23. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) six per cent (6%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, capital paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Capital paid in advance of calls

INFORMATION ON SHAREHOLDING

24. (1) The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice: Company may require information
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and

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

Member to
inform Company

TRANSFERS OF SECURITIES

- 25. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding Sections 103 and 104 of the Act but subject to sub-section 107C (2) and any exemption that may be made from compliance with sub-section 107C (1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
- 26. Subject to the Rules and the requirements of the Exchange, the transfer of any securities may be suspended at such times and for such periods as the Directors may from time to time determine. Notice shall be given of such closure in accordance with the requirements of the Exchange.
- 27. The Central Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules.

Transfer

Suspension of
Registration

Refusal to
register transfer

28. Subject to any law in Malaysia for the time being in force, neither the Company nor the Directors nor any of its officers shall incur any liability for the act of the Central Depository in registering or acting upon a transfer of securities apparently made by a Member or any person entitled to the securities by reason of death, bankruptcy or insanity of a Member although the same may by reason of any fraud or other causes not known to the Company or the Directors or the Central Depository or other officers be legally inoperative or insufficient to pass the property in the securities proposed or professed to be transferred, and although the transfer may, as between the transferor Member and the transferee be liable to be set aside and notwithstanding that the Central Depository or the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor Member in the blank as to the name of the transferee, of the particulars of the securities transferred or otherwise in defective manner.

Indemnity

29. Subject to the provisions of these Articles, the Directors may recognise a renunciation of any security by the allottee thereof in favour of some other person.

Renunciation

DISPOSAL OF SECURITIES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

30. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years the Company may cause an advertisement circulating in the place shown in the Register or the Record of Depositors as the address of the Member stating that the Company after expiration of one (1) month from the date of the advertisement intends to transfer the securities to the Minister charged with responsibility for finance.

Reasonable Diligence

31. If after the expiration of one (1) month from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the securities held by the Member to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of such Members a transfer of those securities to the Minister charged with responsibility for finance.

Transfer of shares to Minister charged with responsibility for finance

TRANSMISSION OF SECURITIES

32. In the case of the death of a Member, the legal representative(s) of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the securities but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any security which had been held by him.

Death of Member

33. Any person becoming entitled to a security in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required under the Act and/or the Rules and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in accordance with the provisions of written law, have the same right to decline or suspend registration as they would have had in the case of a transfer of the security by that Member before his death or bankruptcy. Provided always that where the security is a Deposited Security, subject to the Rules, a transfer or withdrawal of the securities may be carried out by the person so becoming entitled. Notice election of
34. If any person so becoming entitled elects to register himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the security is a Deposited Security and the person becoming entitled elects to have the security transferred to him, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. Notice election of
35. Where a Depositor holding any Deposited Securities dies or becomes bankrupt, his personal representative or the assignee or his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors and/or the Central Depository in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the Depositor would have been entitled to if he had not died or become bankrupt. Person entitled may receive dividends etc.
36. Where:
(a) the securities of the company are listed on another stock exchange; and
(b) such company is exempted from compliance with section 14 of the *Securities Industry (Central Depositories) Act, 1991* or section 29 of the *Securities Industries (Central Depositories) (Amendment) Act, 1998*, as the case may be, under the Rules of the Depository in respect of such securities, Transmission of securities from Foreign Register
- such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the in Malaysia and *vice versa* provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

37. If any Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, not exceeding eight per cent (8%) per annum or any other rate as the Directors shall determine which may have accrued. Notice requiring payment
38. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made and the place where payment is to be made and shall state that in the event of non-payment at or before the time and place appointed, the shares in respect of which the call was made will be liable to be forfeited. Particulars of notice
39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture of shares shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Forfeiture
40. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the shares sold or disposed of within fourteen (14) days of the date of sale or disposal. Directors may sell shares or cancel forfeiture
41. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight per cent (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. Liability of Member in respect of forfeited shares
42. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of forfeiture

43. The Company may receive the consideration, if any, given for any forfeited share on any sale or disposition thereof and authorise any person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person whose shares have been forfeited or his executors, administrators or assignees or as he directs. Proceeds of sale
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, as if the same had been payable by virtue of a call duly made and notified. Non-payment of any sum pursuant to the issue of a share
45. (1) Where any share has been forfeited in accordance with these Articles, notice of the forfeiture shall, within fourteen (14) days from the date of the forfeiture, be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof forthwith be made in the Register or the Record of Depositors, as appropriate, opposite to the share. Notice to holder of forfeited shares
- (2) The forfeiture of any shares shall involve the extinction at the time of the forfeiture of all interests in and all claims and demands against the Company in respect of the shares, and all other rights and liabilities incidental to the share as between the shareholders whose shares are forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.

CONVERSION OF SHARES INTO STOCK

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

48. The holders of stock shall, according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such amount of stock as would not, if existing in shares, have conferred that right, privilege or advantage. Rights of stock holders
49. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder" respectively. Definition

INCREASE OF CAPITAL

50. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs. Power to increase capital
51. Subject to any direction to the contrary that may be given by the Company in general meeting, any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares 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 any intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares or securities held by persons entitled to any offer of new shares) cannot, in the opinion of the Directors be conveniently offered under this Article. Offer of unissued original shares and new shares
52. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. New shares to rank with original shares

ALTERATION OF CAPITAL

53. The Company may by ordinary resolution: Power to alter capital
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares; and
 - (d) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
54. Subject to and in accordance with the provisions of the Act and the requirements of the Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to purchase its own shares or give financial assistance to any person for the purpose of acquiring shares in the Company. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the requirements of the Exchange and any other relevant authority. Share buy-back
55. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any authorisation, and consent required by law. Power to reduce capital

GENERAL MEETINGS

56. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. General meeting

- | | | | |
|-----|--|--|----------------------|
| 57. | The Directors may, whenever they so decide by resolution, convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Section 144 of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144, a meeting may be convened by the requisitionists themselves in the manner provided in Section 144 of the Act. | Extraordinary general meeting | |
| 58. | Subject to the provisions of the Act relating to convening of meetings to pass special resolutions and other agreements for shorter notice and to these Articles, every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days' notice, or twenty one (21) days' notice in the case where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the listed company is listed. | Notice Meeting | of |
| 59. | The Company shall request in writing the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. | Notice meeting Depositors Record Depositors | of to on of |
| 60. | The Company shall request, in writing, the Central Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting ("General Meeting Record of Depositors"). The General Meeting 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. | Depositors the Meeting Record of Depositors eligible to be present and vote | on |
| 61. | Subject to the Foreign Ownership Regulations (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. | Depositors not on the Meeting Record of Depositors | |

62. Subject always to the provision of Section 150 of the Act, no business shall be transacted at any extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the fixing of the fees of Directors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors. Business meetings at
63. In every notice calling a meeting of the Company there shall appear with reasonable prominence, a statement that a Member entitled to attend and vote may appoint up to two (2) proxies and vote in his stead, and that a proxy need not also be a Member. Where a Member appoints two (2) proxies, he shall specify the proportion of his holdings to be represented by each proxy in a poll and the proxy who shall be entitled to vote on a show of hands, failing which the appointment shall be invalid. Notice that proxy is allowed (Amended by way of Special Resolution passed on 9 October 2014)
64. The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting. Omission to give notice

PROCEEDINGS AT GENERAL MEETING

65. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of this Article, "Member" includes a person attending as a proxy or representing a corporation which is a member. No business unless quorum is present
66. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday then to the next business day following that public holiday) at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at any adjourned meeting any Member present shall be a quorum. Adjournment

67. The Chairman (if any) of the Board of Directors or, in his absence, a Deputy Chairman (if any) shall preside as chairman at every general meeting ("Chairman"). If no such Chairman or Deputy Chairman or if at any general meeting neither the Chairman or a Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman, the Directors present shall choose one of their number, to act as Chairman or if one (1) Director only is present, he shall preside as Chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote (on a poll) shall elect one of their number to be Chairman. The election of the Chairman shall be by a show of hands. Chairman
68. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment with consent of meeting
69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands where a holder of ordinary shares or preference shares who is personally present and entitled to vote shall be entitled to one (1) vote, unless a poll is (before or on the declaration of the result of the show of hands) demanded: Evidence of passing resolutions
- (a) by the chairman of the meeting;
 - (b) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right.

Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A proxy shall be entitled to vote on a show of hands on any resolution at any General Meeting. The demand for a poll may be withdrawn.

70. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may in addition to the powers of adjourning meetings contained in Article 67 adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.
- How poll is to be taken
71. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting votes.
- Equality of votes
72. Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative. On a resolution to be decided by show of hands, every person who is a Member or proxy or attorney or representative of a Member and each Member who is a holder of a preference share or proxy who has a right to vote shall have one vote. However, only one vote by show of hand is counted if a member is represented by more than one proxy. On a poll, every Member present in person or by proxy or attorney or representative and each Member who is a holder of a preference share or proxy who has a right to vote shall have one vote for each share he holds. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.
- Voting
(Amended by
way of Special
Resolution
passed on 18
October 2012)
73. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.
- Shares of
different
monetary
denominations

74. 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 in a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Article hereof to transfer any shares, may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
- Vote of Member of unsound mind and person entitled to transfer
75. No person shall be entitled to be present or to vote on any resolution either as a Member or otherwise as a proxy or attorney or representative at any general meeting or demand a poll or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
- Member barred from voting while call unpaid
76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- Time objection for
77. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Instrument appointing proxy to be in writing (Amended by way of Special Resolution passed on 9 October 2014)
- 77(a). Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- Appointment of Multiple Proxies by an Exempt Authorised Nominee (Added by way of Special Resolution passed on 18 October 2012)

78. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Exchange may approve:

Form of Proxy
(Amended by
way of Special
Resolution
passed on 9
October 2014)

WENG ZHENG RESOURCES BERHAD

(Company No: 666098-X)
(Incorporated in Malaysia)

FORM OF PROXY

No. of ordinary shares held

I/We _____ I.C No./Co. No./CDS
No.: _____ of _____
being a member/members of **WENG ZHENG RESOURCES
BERHAD** hereby appoint the following person(s):

| Name of proxy, NRIC No. & Address | No. of shares to be represented by proxy |
|-----------------------------------|--|
| 1. | |
| 2. | |

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on and my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held at _____ on _____ at _____.
My/our proxy is to vote as indicated below:

| | FIRST PROXY | | SECOND PROXY | |
|--|-------------|---------|--------------|---------|
| | For | Against | For | Against |
| | | | | |

(Please indicate with a "√" or "X" in the space provided how you wish your vote(s) to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

Dated this _____ day of _____

Signature/Common Seal

Notes:

A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the *Companies Act, 1965* shall not apply to the Company.

To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting provided that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but subject to a maximum of two (2) in respect of each securities account that it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.

79. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid. Instrument appointing proxy to be left at Company's Office
80. Every power, right or privilege herein given in these presents to any Member of the Company to convene, attend, vote and in anyway take part in any meeting of the Company, may be exercised in the event of such Member being out of Malaysia by any attorney, whether a Member of the Company or not, duly appointed by such Member for the purpose, by a power of attorney produced at the Office of the Company during business hours not less than two (2) clear days before the same is acted on. And any vote given or things done by such attorney shall be valid notwithstanding the previous death of the Member giving such power of attorney or revocation of such power of attorney by other means provided no intimation in writing of such death or revocation shall have been received at the Office of the Company before such vote is given or thing done. Power attorney of
81. A vote given in accordance with the terms of an instrument of proxy or attorney or authority shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or proxy or of the authority under which the instrument of proxy 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 or in the case of a poll before the time appointed for the taking of the poll, at which the instrument of proxy is used. Validity of vote given under proxy

82. A corporation may by resolution of its directors or other governing body, if it is a Member of the Company, authorise such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of Members and a person so authorised shall be in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company.
- Corporate Representative

DIRECTORS: APPOINTMENT, REMOVAL, ETC.

83. All the Directors of the Company shall be natural persons of full age and until otherwise determined by general meeting, the number of Directors shall not be less than three (3) nor more than fifteen (15), but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the continuing Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company but not for any other purpose.
- Number of Directors (Amended by way of Special Resolution passed on 9 October 2014)
84. An election of directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
- Retirement of Directors
85. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- Selection of Directors to retire
86. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office, a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
- Notice of intention to appoint Director

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| 87. | The Company at the annual general meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. | Retiring Director deemed to be reappointed |
| 88. | At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. | Motion for appointment of Directors |
| 89. | Subject to the Act, the Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the maximum or minimum number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Increase or reduction of number of Directors |
| 90. | The Company may by ordinary resolution of which special notice is given remove any Director before the expiration of his period of office and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office for so long as the Director in whose place he is appointed would as if he had not been removed. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. | Removal of Directors |
| 91. | The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. | Power to fill vacancy or to add Directors |
| 92. | The shareholding qualification for Directors may be fixed by the Company in general meeting and unless so fixed, no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company. | Directors' Qualification |

REMUNERATION OF DIRECTORS

93. (1) The Directors shall be paid by way of fees for their services, such fixed sums (if any) as shall from time to time be determined by an ordinary resolution of the Company in general meeting and shall (unless such resolution otherwise provide) be divisible among the Directors as they may agree, or, failing agreement,

equally, except that any Director who shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:

- (a) fees payable to 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;
- (b) salaries and other emoluments payable to Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;
- (c) a Director may appoint a person approved by a majority of his co-directors to act as his alternate, provided that any fee paid by the company to the alternate director shall be deducted from that director's remuneration.

(2) The Directors shall be entitled to be reimbursed all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meeting or otherwise howsoever incurred in the course of the performance of their duties as Directors.

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

(4) Any fee paid to an alternate Director shall be such as agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

94. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where the notice of the proposed increase has been given in the notice convening the meeting.

Increase in
Directors'
remuneration

95. If any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any committee established by the Board of Directors, or shall travel or reside abroad for any business or purposes of the Company, he shall be entitled to receive such sum as the Board of Directors may think fit for expenses, and also such remuneration as the Board of Directors may think fit, either as a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) provided that in the case of non-executive Directors of the Company, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an Executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided for the Directors.

DISQUALIFICATION OF DIRECTORS

96. The office of a Director shall become vacant if the Director:
- Vacation of
office of Director
- (a) has a Receiving Order in bankruptcy made against him or makes any arrangement or composition with his creditor generally during his term office;
 - (b) becomes prohibited from being a Director by reason of any order made under the Act and in particular Section 130 or 130A of the Act;
 - (c) ceases to be a Director by virtue of 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 during his term of office;
 - (e) resigns from his office by notice in writing to the Company and deposited at the Office of the Company; or
 - (f) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given.

POWERS AND DUTIES OF DIRECTORS

97. The business of the Company shall be managed by Directors who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by these Articles required to be exercised by the Company in general meeting, subject nevertheless, to any of these Articles, to the provisions of the Act, and to such resolutions, not being inconsistent with these Articles or the provisions of the Act as may be prescribed by the Company in general meeting but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.
- Business of
Company to be
managed by
Directors

98. The Directors shall not without the prior approval of the Company in general meeting: Limitation
Directors'
Powers on
- (a) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (b) subject to Sections 132E and 132F of the Act, enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director, to acquire from or dispose to such a Director or person, any non-cash assets of the requisite value;
 - (c) execute any transaction for the acquisition of an undertaking or property of a substantial value or the sale or disposal of a substantial portion of the Company's main undertaking or property which would materially and adversely affect the performance or financial position of the Company.
99. Directors'
borrowing
powers
- (1) 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 thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any related company as may be thought fit.
 - (2) The Directors may borrow or raise any such money as aforesaid, upon such terms and conditions in all respects as the Directors may think fit, upon or by the issue or sale of any bonds, debentures, debenture stocks or securities. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stocks or securities to exchange the same for shares in the Company or any class authorised to be issued. The Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage or a 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 so 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 the management or the realization 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.

- (3) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security, for any debt, liability or obligation of an unrelated third party.
100. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid and make payments for or towards any hospital or scholastic expenses and any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting. Power to maintain pension fund
101. The Directors may exercise all the powers of the Company conferred by the Act in relation to any official seal for use outside Malaysia and in relation to branch registers. Power to use official seal
102. The Directors may from time to time by power of attorney under the Seal, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Appointment of Attorneys
103. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Directors may from time to time by resolution determine. Signing of cheques etc.
104. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Discharge of duties

105. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Notice disclosures of
106. Subject always to Sections 131, 132E and 132F of the Act and subject to the requirements of the Exchange, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established but the interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest. Director may hold other office (Amended by way of Special Resolution passed on 9 October 2014)
107. Subject to these Articles, the Act and the requirements of the Exchange, any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company and provided further that such shall be upon normal commercial terms. Director may act in his professional capacity

PROCEEDINGS OF DIRECTORS

108. (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors by serving not less than 5 days notice thereof unless such requirement is waived by all the eligible Directors. The Notice can be served via facsimile, e-mail, post, courier or any other electronic means. Meeting of Directors

- (b) The conduct of a meeting of Directors or a committee of the Directors may include participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the meeting. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting but shall not be counted for the purpose of a quorum. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held such time and place as set out in the notice of the meeting.

109. It shall not be necessary to give any Director or alternate Director who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their alternates who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in Articles 153 and 154 and the said Articles 153 and 154 shall apply *mutatis mutandis* to the service of notice of Directors' meetings on Directors as they apply to the service of notices on Members of the Company.
- Notice
Directors'
Meeting
- of
110. (a) The quorum necessary for the transaction of business of the Directors shall be three (3) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under these Articles vested in or exercisable by the Directors generally.
- (b) If there is no quorum, the meeting may be adjourned to another day by the unanimous vote of all those present, at which at the adjourned meeting, two (2) shall be a quorum.
- Quorum
meetings
Directors
- of
of
111. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined, the Chairman shall be elected annually but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting the Directors present may choose one of their number to be Chairman of the meeting.
- Chairman
Directors
- of

112. A Director who has not appointed an alternate Director may authorise any other Director to vote for him at any meeting or meetings at which he is not present and in that event, the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Every such authority shall be in writing, which shall be produced at the meeting or meetings at which the same is to be used and be left with the Secretary for filing. Authority of one Director to vote for absent Director
113. Subject to these Articles, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum and only such quorum is present at the meeting or only two (2) Directors are competent to vote on an issue in question. Votes by majority and Chairman to have casting vote
114. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors, the remaining Director or Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to that minimum number or to summon a general meeting of the Company but for no other purpose. Directors may act notwithstanding vacancy
115. Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly, duties or interests might be created in conflict with his duty or interest as a Director of the Company. Disclosure of interest
116. Subject to these Articles, the Act and the requirements of the Exchange, a Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by Section 131 of the Act. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest (and if he shall do so his vote shall not be counted). Restriction on voting

117. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or whereat any decision is taken upon any contract or arrangement in which he is in any way interested PROVIDED ALWAYS that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles. Relaxation of restriction of voting
118. A Director may vote in respect of:
- (a) any arrangement for giving the Director himself or any other Directors any security or indemnity or any other Directors any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part, under a guarantee or indemnity or by the deposit of a security.
119. A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation which is directly and indirectly interested in the Company as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefit received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation, in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid. Directors may become Directors of other corporation

ALTERNATE DIRECTOR

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

MANAGING DIRECTOR

121. The Directors may from time to time appoint any one (1) or more of their body to be the Managing Director. Any such appointment shall, if for a fixed term, be for such period not exceeding three (3) years subject to reappointment and on such terms as the Directors think fit. The Directors may vest in such Managing Director such of the powers hereby vested in the Directors generally as they may think fit and may from time to time revoke, withdraw, alter or vary all or any of these powers. The Managing Director shall be subject to the control of the Board. Director may appoint Managing Director

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| 122. | The remuneration of the Managing Director shall be subject to the terms of any agreement entered into in any particular case and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes remuneration shall not include a commission on or percentage of turnover but it may be a term of his appointment that he shall receive pension, gratuity or other benefits upon his retirement. | Remuneration of Managing Director |
| 123. | The Managing Director shall be subject to the same provisions as to resignation, retirement by rotation and removal as the other Directors of the Company and if he ceases to hold the office of Director for any cause, shall ipso facto and immediately cease to be a Managing Director. A Managing Director shall be subject to the control of the Board. | Resignation and removal of Managing Director (Amended by way of Special Resolution passed on 28 January 2016) |

COMMITTEES OF DIRECTORS

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| 124. | The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any affairs of the Company either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulations herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors apply also to the meetings and proceedings of any committee. | Power of Directors to appoint committees |
| 125. | Subject to any rules and regulations made pursuant to Article 124, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present (if more than one (1)) and in the case of any equality of votes, the Chairman shall not have a second or casting vote. | Meeting of Committees |
| 126. | A committee, local board or agency may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be chairman of the meeting. | Chairman of committees |

VALIDATION OF ACTS OF DIRECTORS

127. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director, local board or agency shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, or member of such committee, local board or agency as aforesaid. Directors' acts to be valid
128. Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to the prior approval of shareholders in general meeting.

DIRECTORS' CIRCULAR RESOLUTIONS

129. A resolution in writing signed or approved by letter by a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book. Any such resolution may consist of several documents or counterparts in like form, each signed by one (1) or more Director or their alternates and may be accepted as sufficiently signed by a Director if transmitted to the Company by telex, telegram cable, facsimile or other electrical written message purporting to include a signature of the Director. Directors' circular resolution

AUTHENTICATION OF DOCUMENTS

130. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or Directors and may book, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere than in the Office, the local manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Authentication of documents
131. A document purporting to be a copy of a resolution of the Directors or any extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 130, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Conclusive evidence of resolutions and extract of minutes of meetings

MINUTES AND REGISTERS

132. The Directors shall cause minutes to be duly entered in books provided for the purpose: Minutes to be entered
- (a) of all appointments of officers;
 - (b) of the names of all the Directors present at each meeting of the Directors and of any committee of Directors, local board or agency and of the Company in general meeting;
 - (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors, local board or agency; and
 - (d) of all order made by the Directors and any committee of Directors, local board or agency.
- Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein.
133. The Company shall in accordance with the provisions of the Act keep at the Office, a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act. Particulars of Directors, Managers and Secretaries
134. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office or the principal place of business in Malaysia of the Company and shall be open to the inspection of any Member without charge. Minutes kept at Office
135. The Company shall also keep at the Office, registers which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee, all such matters required to be so registered under the Act, and in particular: Registers to be kept
- (a) a register of substantial shareholders and of information received in pursuance of the requirements under Sections 69L(1) and 69O(4) of the Act;
 - (b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act.

SECRETARY

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

SEAL

137. (1) The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors or a committee of the Directors authorising the use of the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one (1) Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signature of any Director, the Secretary or such other persons appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate or other documents of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Seal of the Company. The Company may exercise the powers of Section 35(8) of the Act, and such powers are accordingly hereby vested in the Directors.
- Authority for use of Seal
- (2) The Company may also have a share seal pursuant to Section 101 of the Act.
- Share Seal

ACCOUNTS

138. The Directors shall cause proper accounting and other records to be kept whether in a legible or non-legible form and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and other records of the Company or any of them, shall be opened to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in
- Keeping and inspection of books of account

general meeting. Subject always to Section 167(4) of the Act, the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

139. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, Directors' and auditors' reports relating to it shall not exceed four (4) months. A copy of each such document shall not less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year of the receipt of notice of the meeting pursuant to Article 156), be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange upon which the Company's shares may be listed, shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Office.
- To whom copies of profit and loss account etc, may be sent
140. Auditors shall be appointed and their duties regulated in accordance with Sections 172 to 175 of the Act.
- Auditors

DIVIDENDS AND RESERVES

141. The Company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Directors. No dividend shall be payable otherwise than out of profits of the Company except pursuant to Section 60 of the Act nor shall any dividend bear interest against the Company.
- Declaration of Dividends
142. The Directors may, if they think fit from time to time, pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide, they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
- Application of profits

143. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the same to reserve, carry forward any profits which they think prudent not to divide. Directors may form reserve fund and invest
144. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly. Payment of dividends
145. The Directors may deduct from any dividend payable to any Member, all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him. Deduction of dividends
146. The Directors may retain the dividends payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Dividends due may be retained until registration
147. All dividends unclaimed for one (1) year, subject to the *Unclaimed Monies Act, 1965* after having been declared may be invested or otherwise made use of the Directors for the benefit of the Company until claimed or paid pursuant to the *Unclaimed Monies Act, 1965*. Unclaimed dividends may be invested
148. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus, wholly or partly by the distribution of specific assets and in particular of paid-up shares, debenture or debenture stock of any other company or in any one (1) or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Manner of realisation of dividend and bonus

149. (1) All cash distributions may be paid by bank transfer, cheque or dividend warrant or such other electronics transfer methods as may be introduced or required by the Exchange from time to time and in the case of a cheque or dividend warrant for such payment, to send:-

Payment by
cheque
(Amended by
way of Special
Resolution
passed on 9
October 2014)

- (a) by post, by courier or by hand to the registered address of the holder as appearing in the Record of Depositors; or
- (b) by post, by courier or by hand to the registered address of that one of the joint holders who is first named on the Register of Members, in the case of joint holders; or
- (c) by post, by courier or by hand to the registered address of the person becoming entitled to the share by reason of the death, bankruptcy or mental disorder of the holder or by operation of law or if such address has not been supplied, to such address to which such cheque or warrant might have been posted if the death, bankruptcy, mental disorder or operation of law had not occurred; or
- (d) by post, by courier or by hand to such address as the holder or joint holders may direct in writing but the Company shall be entitled to send such cheque or dividend warrant to such other address or by such other means stated in Article 149 notwithstanding such direction.

(2) Every such cheque or warrant or electronic transfer or other methods of fund transfer may be made payable:-

- (a) to the order of the person entitled; or
- (b) to the order of the person entitled by reason of the death, bankruptcy or mental disorder of the holder or by operation of law; or
- (c) to the order of such other person as the person entitled may in writing direct or indirect to be sent to,

but nothing in Article 149(2) shall prevent such cheque or warrant from being made payable in such other manner as the Company would be entitled to in respect of such cheque or warrant including (without limitation), in the case of the death of the holder of the share in respect of which the dividend or other moneys to be paid by the cheque or warrant are payable making such cheque or warrant payable to the estate of such holder if the Company thinks appropriate. Such cheque or warrant or electronic transfer shall be a good discharge to the Company. Every such cheque or warrant or electronic transfer shall be sent or credited at the risk of the person entitled to the money thereby represented. The Company shall have no responsibility for any sums lost or delayed in the course of any electronic transfer.

CAPITALISATION OF PROFITS

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

Capitalisation of profits by bonus issue etc.

Director's duties and powers in capitalisation

LANGUAGE

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

Translation

NOTICES

153. A notice may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia as appearing in the Register or the Record of Depositors or (if he has no registered address within Malaysia) to the address if any, within Malaysia supplied by him to the Company for the giving of notices to him.

Service of
notices

154. Any notice or other documents if served or sent by post, shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In proving service by post it shall be sufficient to prove that the letter containing the notice of document was properly addressed and stamped and put into a post office letter box or by a letter from the Company Secretary certifying that the notice or document has been posted.

When service
effected
(Amended by
way of Special
Resolution
passed on 9
October 2014)

Without prejudice to the foregoing provisions of this Article, any notice or document (including without limitation, any accounts, balance sheet or report) which is required or permitted to be given, sent or served under the Act or under these Articles by the Company, or by the Directors, to a member or an officer or Auditor of the Company may be given, sent or served using electronic communications to the current address of that person in accordance with the provisions of, or as otherwise provided by, the Act and/or any other applicable regulations or procedures, such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations or procedures.

155. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at the address, if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.

Notice in case of
death or
bankruptcy

156. (1) Notice of every general meeting shall be given in a manner hereinbefore specified to:
- Who may receive notice of general meeting
- (i) every Director;
 - (ii) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (iii) every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (iv) the auditors for the time being of the Company; and
 - (v) the Exchange.
- (2) Except as aforesaid no other person shall be entitled to receive notices of general meetings.
- (3) Whenever any notice is required to be given under the provisions of the law of Malaysia or of these Articles, waiver thereof or the shortening of the period of such notice, may be effectively given by complying with Section 145(3) of the Act.
- (4) At least fourteen (14) days' notice of every general meeting and at least twenty one (21) days' notice of every general meeting where any special resolution is to be proposed or where it is an annual general meeting shall be given by advertisement in one (1) issue of a daily newspaper circulating in Malaysia.

WINDING UP

157. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidators may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributor as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
- Distribution of assets in specie

158. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:
- (a) if the Company shall be wound up and the assets available for distribution among the Members as such, shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
- (b) if in a winding-up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
159. In the event that the Company is wound up and its assets distributed, the holders of preference shares shall be entitled to return of capital in preference to holders of ordinary shares.
160. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.

Sharing of loss and excess

Rights of preference shareholders upon winding up

Liquidator's fees in voluntary liquidation

SECRECY CLAUSE

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

Secrecy

INDEMNITY

162. Every Director, whether holding an executive office pursuant to these Articles or not, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in respect of any negligence, default, breach of duty or breach of trust as such officer of the Company.

Indemnity

ALTERATION

- | | | |
|------|---|---------------------------|
| 163. | Subject to the Act and to the prior approval of the Exchange being obtained, the Company may by special resolution add to, amend or delete any of these Articles. | Alteration of Articles |
|------|---|---------------------------|

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

- | | | |
|------|--|--|
| 164. | The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Central Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary. | Compliance with Statutes, Regulations and Rules |
| 165. | <p>(1) Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(2) Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.</p> <p>(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).</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(7) For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Securities that may be made from time to time.</p> | Effect of the Listing Requirements |

Company No. 666098-X

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Articles of Association

Names, addresses and descriptions of subscribers

Choong Sod Wai (f)
I/C No. 790616-14-5128
56-2 Sri Rempah apartment
Block A Lorong Jugra
Batu 3 ½ Jalan Klang Lama
58100 Kuala Lumpur

Company Director

Fadillah binti Abdul Latiff (f)
I/C No. 771027-04-5088
Batu 19 ¾
Kampung Padang Sebang
78000 Alor Gajah, Melaka

Company Director

Dated this 3 September 2004

Witness to the above signatures:

Name: Sepekar Zanidah Hussin
(LS007244)
Company Secretary
Address: 47 Jalan Bukit Indah 3/21
Bukit Indah 68000 Ampang
Selangor

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