

COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TAN CHONG MOTOR HOLDINGS BERHAD

PRELIMINARY

1. Table A excluded

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

2. Interpretation

In these Articles if not inconsistent with the subject or context:-

- (a) "the Act" means the Companies Act, 1965.
- (b) "the Company" means TAN CHONG MOTOR HOLDINGS BERHAD" (Company No. 12969-P).
- (c) "the ~~e~~Directors" means the directors of the Company.
- (d) "the office" means the Registered Office for the time being of the Company.
- (e) "the register" means the register of members to be kept pursuant to the Act.
- (f) "the seal" means the common seal of the Company.
- (g) "Secretary" means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.
- (h) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic and other modes of representing or reproducing words in a visible form.
- (i) Words importing the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
- (j) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967, the Act, the Central Depositories Act and the Rules ~~as in force at the date at which these regulations become binding on the Company.~~
- (k) "Central Depositories Act" means the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder.
- (l) "Central Depository" means the Malaysian Central Depository Sdn. Bhd. (Company No. 165570-W).
- (m) "Depositor" means a holder of securities account.

- (n) "Deposited Security" means a security in the Company standing to the credit of a securities account of a Depositor subject to the Central Depositories Act and the Rules ~~and includes a security in a securities account that is in suspense.~~
- (o) "market day" means any day between Mondays and Fridays which is not a market holiday or public holiday.
- (p) "member" or "shareholder" or "holder of shares" or any like expression means a person who is registered as the holder of shares in the capital of the Company including a Depositor whose name appears in the Record of Depositors and who has a credit balance of shares in the Company in his securities account (except the Central Depository or its nominee Company).
- (q) "Record of Depositors" means a record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
- (r) "Rules" means the rules of the Central Depository for the time being.
- (s) "securities account" means an account established by the Central Depository for a Depositor for the recording of deposit ~~or withdrawal~~ of securities and for dealings in such securities by the Depositor.
- (t) "Statutes" means the Act, the Central Depositories Act and every other Act for the time being in force concerning companies and affecting the Company.
- (u) "Stock Exchange" means the stock exchange on which the shares of the Company are listed.
- (v) Headings and notes are included only for convenience and shall not affect meaning.
- (w) Reference to "these Articles" means these Articles of Association as originally framed or as from time to time altered by special resolution.

SHARE CAPITAL

3. Current Share Capital

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

BUSINESS

4. Directors may carry on business

Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors may deem it expedient not to commence or proceed with the same.

5. Restriction of use of Company Funds

None of the funds of the Company shall be applied in the purchase of or lent on the security of shares of the Company; nor shall the Company give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 67(1) of the Act or the purchase by the Company of its own shares pursuant to Article 5A and Section 67A of the Act.

5A. Purchase of Own Shares

Subject to the provisions of the Act and any regulations made thereunder and to any rights previously conferred on the holders of any class of shares and to any requirements imposed by the Stock Exchange in respect of securities admitted to listing, and any rules or guidelines of any relevant authorities (whether having the force of law or not) including the Guidelines Governing Purchase Of Own Shares By Listed Companies issued by the Stock Exchange from time to time whether by way of amendment, modification or variation or in replacement thereof, the Company may purchase or may enter into a contract under which it will or may purchase any of its shares of any class, including any redeemable shares.

Neither the Company nor the Directors shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

MODIFICATION OF RIGHTS

6. Class rights may be modified

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 be varied, modified, abrogated or dealt with and preference capital may be repaid (other than redeemable preference capital) if agreed to by the holders of three-fourths of the preference shares at a general meeting called for the purpose either while the Company is a going concern or during or in contemplation of a winding-up with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class. Provided that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. To every Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply.

SHARES

7. Issue of shares

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 to the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine; but the Directors in making any issue of shares shall comply with the following conditions:-

- (i) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (ii) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than five per centum (5%) of the nominal amount of the share;
- (iii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (iv) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the members of the Company in general meeting.

- (v) no equity securities or other securities with rights of conversion to equity may be issued if the nominal value of these securities, when aggregated with the nominal value of any other securities of the same class which the Company has issued during the previous 12 months, exceeds 10% of the nominal value of that same class of securities on issue at the commencement of that period of 12 months except where the securities are issued:
- (a) with the prior approval of the company in general meeting of the precise terms and conditions of the issue, or
 - (b) on the exercise of options issued pro rata~~e~~ to equity security holders, or
 - (c) to ordinary shareholders pro rata.

7A. Issue of Securities

The Company must ensure that all new issues of shares for which listing is sought on the Stock Exchange are made by way of crediting the securities accounts of the allottees with such shares save and except where it is specifically exempted from compliance with section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this Article. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees. The Company shall obtain an auditors' certificate that the issue of new shares is in accordance with this Article.

7B. Allotment and Despatch of Notices of Allotment

Subject to the Act and Article 7C, the Company must allot shares for which listing is sought on the Stock Exchange and despatch notices of allotment to the allottees, within 20 market days of the final application closing date for an issue of shares or such other period as may be prescribed by the Stock Exchange.

7C. Crediting of Securities

The Company must not cause or authorise its registrars to cause the securities accounts of the allottees to be credited with the additional shares until after it has filed with the Stock Exchange an application for listing of such additional shares and been notified by the Stock Exchange that they have been authorised for listing.

8. Restrictions on issue of shares to Directors and their associates

Except in the case of a rights issue to shareholders, no ~~e~~Director or any person for the purpose of the Act regarded as an associate of any Director shall participate directly or indirectly in an issue of shares to employees of the Company or in an issue of equity securities or other securities with rights to conversion to equity unless the members in general meeting have approved of the specific allotment to be made to such Director or associate and unless he holds office in the Company in an executive capacity. Such Director and associate shall abstain from exercising any voting rights on the matter.

The notice of meeting shall state:

- (a) the number of shares or securities to be allotted;
- (b) the precise terms and conditions of the issue; and
- (c) that such Director and associate shall abstain from exercising any voting rights.

9. Preference shares

Subject to the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed 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 rights attaching to shares of a class other than ordinary shares shall be expressed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and Balance Sheets, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six months.

10. Commission and interest on capital

- (a) The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
- (b) Subject always to Section 69 of the Act where any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up and charge the interest so paid to capital as part of the cost of the construction or provision.

11. Trust not to be recognized

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

CERTIFICATES

12. Issue of share and stock certificates and Splitting of certificatesWithdrawal of securities

- ~~(a) Subject to the provisions of the Act and the Central Depositories Act, every person whose name is entered as a member in the register shall be entitled without payment to receive within ten (10) market days or such other period specified by the Stock Exchange after allotment up to a maximum of ten (10) share certificates in reasonable denominations or within fifteen (15) market days or such other period specified by the Stock Exchange after lodgement of a transfer to him one (1) certificate for each transfer upon payment of Ringgit Malaysia Three (RM3/-) under the seal of the Company in accordance with the Act but in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share or shares to one of several joint holders shall be sufficient delivery to all such holders. If any member shall require more than ten (10) certificates in respect of the shares registered in his name he shall pay such fee not exceeding Ringgit Malaysia Three (RM3/-) per certificate for every additional certificate required as the Directors may from time to time determine and the stamp duty payable under any law in force from time to time. Subject to any directions given by the Board of Directors~~

~~from time to time regulating the use of the seal on such certificates, no signature need be affixed to the same in addition to the seal provided that the method or system of control by the Company of the application of the seal to the same has first been approved by the Auditors or transfer Auditors of the Company.~~

~~A Depositor shall not withdraw the securities which have been deposited with the Central Depository except in such manner as may be specified in the Rules. Subject to the provisions of the Act, the Central Depositories Act and the Rules, eEvery Depositor who shall have initiated a withdrawal of Deposited Security pursuant to in the manner permitted by Section 22 24 of the Central Depositories Act and Chapter 28 of the Rules shall be entitled to receive within fifteen (15) market days or such other period specified by the Central Depository and/or the Stock Exchange of lodgement of transfer and/or all relevant documents of the Deposited Security to be withdrawn one (1) certificate for all his shares of each class, upon payment of such sum not exceeding Ringgit Malaysia Three (RM3/-) only or such other sum as may from time to time be permitted by the Stock Exchange and the Central Depository plus the stamp duty payable under any law for the time being in force for every certificate, each for one (1) or more of his shares of each class as he may reasonably require. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu upon payment of such sum as may from time to time be permitted by the Stock Exchange and the Central Depository plus the stamp duty payable under any law for the time being in force for every certificate.~~

~~(c) Subject to the provisions of the Central Depositories Act and the Rules, every member whose name is entered as a member in the register shall be entitled to receive share certificates in such reasonable denominations as he may require for his shares (whether by way of splitting or consolidation) upon payment of the proper amount of stamp duty which each such certificate is chargeable under any law for the time being and upon further payment of a fee not exceeding Ringgit Malaysia Three (RM3/-) only or such other sum as may from time to time be permitted by the Stock Exchange PROVIDED THAT in the event of any sub-division of shares in the Company pursuant to Article 46(b), the Company shall issue certificates in denominations requested by the member up to a maximum of ten (10) certificates without charge.~~

~~(d) When so requested by the transferee at the time of lodgement of a registrable transfer of shares in the Company and/or relevant documents of the Deposited Securities to be withdrawn, the Company may despatch the certificate in respect of those shares to the lodging broker.~~

~~13. Renewal of share and stock certificates(Deleted)~~

~~Subject to the provisions of the Statutes and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm of the Stock Exchange or on behalf of its/their client/s as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3/-) as the Directors may from time to time require or such other sum as may from time to time be permitted by the Stock Exchange. In case of the destruction, loss or theft of a share certificate a person to whom a renewed certificate is given shall in addition to paying Ringgit Malaysia Three (RM3/-) or such other sum as may from time to time be permitted by the Stock Exchange pay to the Company all expenses incidental to the investigation by the Company of such destruction loss or theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such renewed certificate to such person.~~

CALLS ON SHARES14. Directors may make calls

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 call shall be payable at less than one month after the date fixed for the payment of the last preceding call and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

15. When call made

A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments.

~~16. Joint holders jointly & severally liable (Deleted)~~

~~The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.~~

17. Interest on calls in arrears

If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10% per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

18. Terms of issue may be treated as call

Any sum which by the terms of issue of a share becomes payable on allotment or at 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 be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

19. Directors may differentiate between holders

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.

20. Payment of calls in advance

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) 8 per cent per annum as may be agreed upon between the Directors and the member paying the sum in advance but no money so advanced shall, whilst carrying interest, confer any right to participate in profits.

LIEN21. Company's lien on shares

The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of a member (whether solely or jointly with others) for all moneys (whether presently payable or not) that the Company may be called upon by law to pay in respect of such shares whether before or after the member's death and for all unpaid calls and instalments (whether presently payable or not) payable in respect of such shares. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall be extended to all dividends payable thereon.

22. Power to enforce lien by sale

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 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~~ of the share for the time being ~~of the share~~, or the person entitled thereto by reason of his death or bankruptcy.

23. Power to transfer shares

To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof including where appropriate, by giving and signing such instructions and documents as required under the Central Depositories Act or the Rules (in the name of the member whose shares are being or have been sold) to the Central Depository for the purposes of ~~withdrawing the shares sold as Deposited Securities and/or~~ authorizing and effecting the book-entry of the shares sold as Deposited Securities to the purchaser and/or doing all such acts deeds and things as may be necessary to give full effect to the sale. 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.

24. Application of proceeds of sale

The proceeds of 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 accrued interest and expenses, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

FORFEITURE OF SHARES25. Call unpaid, notice must be given

If a member fails to pay 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 which may have accrued.

26. Form of notice

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

27. Forfeiture for non-payment

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 shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

28. Forfeited share

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.

29. Liability on forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of 10 per cent 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.

30. Statutory declaration as conclusive evidence

A statutory declaration in writing that the declarant is a Director or 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.

31. Title of purchaser of forfeited shares

The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of (including where appropriate, by giving and signing such instructions and documents as required under the Central Depositories Act or the Rules (in the name of the member whose shares are being or have been sold) to the Central Depository for the purposes of ~~withdrawing the shares sold as Deposited Securities and/or~~ authorizing and effecting the book-entry of the shares sold as Deposited Securities to the purchaser and/or doing all such acts deeds and things as may be necessary to give full effect to the sale) and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity

in the proceedings in reference to the forfeiture, sale, or disposal of the share. Subject to any lien for sums not presently payable, if any, or any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assigns or as he directs.

32. Application of forfeiture provisions

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.

TRANSFER OF SHARES

33. Exception of transfer

Subject to the Statutes, the Rules and these Articles any member may transfer all or any of his shares by instrument in writing in any usual or common form approved by the Stock Exchange or in any other form which the Directors may approve and any member may transfer Deposited Security in accordance with the Central Depositories Act and the Rules. The instrument shall be executed by or on behalf of the transferor provided that subject to compliance with the Central Depositories Act and the Rules, an instrument of transfer in respect of which the transferee is Central Depository shall be effective although not signed by or on behalf of the Central Depository if it has been certified by an authorized depository agent pursuant to Section 18 of the Central Depositories Act. Subject to the Statutes and the Rules the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof.

33A. Transfer of shares by book entry

The transfer of any Deposited Security shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act, and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Security.

33B. Obligation to keep register not affected

Nothing in these Articles shall be construed as affecting the obligation of the Company to keep a register of its members under section 158 of the Act and a register of option holders under section 68A of the Act and to open them for inspection in accordance with the provisions of the Act except that the Company shall not be obliged to enter in such registers the names and particulars of Depositors who are deemed to be members or option holders.

34. Terms of registration

Subject to compliance with the Central Depositories Act and the Rules the instrument of transfer must be left for registration at the office together with such fee not exceeding Ringgit Malaysia Three (RM3/-) as the Directors from time to time may require or such other sum the Stock Exchange may permit accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.

35. Refusal to register transfer

Subject to the provisions of the Statutes and the Rules, the Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien or any transfer of shares, whether fully paid-up or not, made to an infant or person of unsound mind or if the registration of the transfer would result in a contravention of or failure to observe the provisions of a law in Malaysia.

36. Notice of refusal to register transfer

Subject to the Statutes and the Rules, if the Directors decline to register a transfer they shall within ~~ten~~ (10) market days or such other period specified by the Stock Exchange one month after the date on which the transfer was lodged with the Company send to the transferor, ~~to the lodging broker~~ and to the transferee, notice of the refusal and the precise reasons therefor.

~~37. Limit to number of shareholders(Deleted)~~

~~Subject to the Statutes and the Rules, the Company shall not be bound to register more than four persons as the holder of any share except in the case of executors or administrators of the estate of a deceased member.~~

38. Closing of register

- (a) The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year provided that at least eighteen (18) market days or such other period specified by the Stock Exchange notice of such closure shall be given to the Stock Exchange stating the period and the purpose or purposes of such closure. The same shall also be advertised in a major daily newspaper circulating generally throughout Malaysia.
- (b) Subject to Article 54(b) below, The Company may pursuant to Section 34 of the Central Depositories Act and the Rules request for the Record of Depositors and in this connection, may request for the Record of Depositors as at a specified date. At least three (3) market days or such other period specified by the Central Depositories Act, the Rules and/or the Central Depository prior notice shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days or such other period specified by the Central Depository prior notice shall be given to the Central Depository.
- (c) A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Central Depository and confirmed by the Central Depository as a correct Record of Depositors shall be the final Record of Depositors as at the specified date and/or for the specified purpose. If such confirmation from the Central Depository shall not be available, then the later or last of the Record of Depositors received by the Company shall be deemed to be the final Record of Depositors as at the specified date and/or for the specified purpose.

TRANSMISSION OF SHARES39. Death of holder

~~In case of the death of a member the survivor or survivors where the deceased was a joint holder, and, the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares provided always that where the share is a Deposited Security, subject to the Rules, a transfer of the share may be carried out by the person becoming so entitled; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.~~

40. Rights on death or bankruptcy

Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and the Central Depository and subject as hereinafter provided and subject to compliance with these Articles, the Statutes and the Rules, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy.

41. Election with regard to registration

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company and the Central Depository a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share or such other instrument as the Central Depository may require in favour of that person. All the limitations, restrictions, and provisions of these Articles, the Central Depositories Act and the Rules relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer or such other instrument as the Central Depository may require as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer or such other instrument as the Central Depository may require were a transfer signed by that member.

42. Dividends and voting powers

Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors and the Central Depository in that behalf, and subject to the Statutes and the Rules, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting, or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt; ~~and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be joint holders of the share.~~

INCREASE OF CAPITAL

43. Increase of share capital

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 called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital, or otherwise as the Company by the resolution authorising such increase directs.

44. When shares offered to existing members

Subject to any direction to the contrary that may be given by the Company in general meeting and subject also to article 44(A) any original shares for the time being unissued and not allotted and any new shares 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 to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this ~~a~~Article.

44(A). Inapplicability of Article 44

Article 44 shall not apply to issues of shares (other than bonus or rights issues) which do not in aggregate in any one financial year exceed 10% of the issued capital and which have been approved by the Committee of the Stock Exchange.

44(B). Waiver from Stock Exchange for convening extraordinary general meeting for new issue of shares

Subject to compliance with Section 132D of the Act, the Company may apply to the Stock Exchange to waive the convening of an Extraordinary General Meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate of the shares issued in any one financial year does not exceed 10% of the issued share capital of the Company.

45. New capital to be considered as part of the present share capital

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.

ALTERATION OF CAPITAL46. Consolidation, sub-division, and cancellation

The Company may by Ordinary Resolution:-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) 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 and diminish the amount of its share capital by the amount of the shares so cancelled.

47. Reduction of capital

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

CONVERSION OF SHARES INTO STOCK48. Conversion of shares into stock

The Company by Ordinary Resolution may convert any paid-up shares into stock, and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may, thenceforth, transfer their respective interest therein or any part of such interest, in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia shall not be dealt with, but with power, nevertheless, at their discretion to waive such rules in any particular case provided the minimum so fixed shall not be greater than the nominal amount of the share from which the stock arose.

49. Participation in dividends and profits

The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares

from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding-up, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, as far as circumstances will admit, apply to stock as well as to shares.

BORROWING POWERS

50. Directors' borrowing powers

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, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company ~~or, or its subsidiaries, but not for those~~ of any unrelated third party.

51. Debentures etc. may be issued at a discount or with special privileges etc.

Any bonds, notes, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

GENERAL MEETINGS

52. Annual general meeting and extraordinary general meetings

An annual general meeting of the Company shall be held in accordance with the provisions of the Act on such day and such place as shall be fixed by the Directors. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

53. Convening of extraordinary meeting on requisition

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.

54. Notice of meetings

(a) Subject to the provisions of the Act relating to Special Resolutions and agreements for shorter notice, fourteen (14) days' (but in any event not less than ten (10) market days' or such other period specified by the Stock Exchange) notice of meeting at the least and ~~to pass a special resolution~~, in case of a meeting convened to pass a special resolution, twenty one (21) days' (but in any event not less than fifteen (15) market days' or such other period specified by the Stock Exchange) notice of meeting at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the purpose of any proposed resolution in respect of such special business. At least fourteen (14) days' notice of every such meeting shall be given by advertisement in the daily press and in writing to each the Stock Exchange.

(b) (i) ~~The Company shall inform the Central Depository of the dates of general meetings and may by written request made in duplicate in the prescribed form, request the Central Depository, in accordance with the Rules, at least three (3) market days or such other period specified by the Central Depository prior to and not including:~~

- ~~(i) the date of the notice of the general meeting, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company; and~~
- (ii) The Company shall request the Central Depository in accordance with the Rules, to prepare a Record of Depositors before the date of the general meeting to prepare the Record of Depositors (hereinafter referred to as "the General Meeting Record of Depositors").
- (c) Subject to Article 38(c), and notwithstanding any provision in the Act, the Record of Depositors requested under this Article when made available to the Company shall be treated as the final record of all Depositors who shall be deemed to be entitled to receive notice of general meeting ~~or the registered holders of shares of the Company eligible to be present and/or vote at such general meeting.~~
- ~~(d) Subject to Article 38(c), the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.~~

55. Business at extraordinary general meeting

Subject always to the provisions of Section 151 of the Act no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors, the election of Directors, and the appointment and fixing of the remuneration of the Auditors.

56. Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

57. Quorum to consist of Three

Three members personally present shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

58. Chairman and Deputy Chairman of General Meeting

The Chairman of the Directors or in his absence the Deputy Chairman (if any) shall be entitled to take the chair at every general meeting. If there be no Chairman or Deputy Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act the Directors present may choose a Chairman and in default of their so doing the members present shall choose one of the Directors to be chairman and if no Director present be willing to take the chair shall choose one of their number to be Chairman.

59. Adjournment for want of quorum

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 at the same time and place, or to such other day and at such other time and place as the Directors may determine.

60. Adjournment generally

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 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.

61. Voting on resolutions

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

- (a) by the Chairman; or
- (b) by at least five members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded 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. The demand for a poll may be withdrawn.

62. Taking of poll

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 a 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 60, adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

63. Chairman's casting vote

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 vote.

64. Number of votes

- (a) No person shall exercise any rights of a member until his name shall have been entered in the register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him whether alone or jointly with any other person PROVIDED THAT the Central Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles.

- (b) Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or attorney and on a show of hands every person present who is a member or a representative or proxy or attorney of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds. In these Articles, the shares held or represented by a member present in person or by proxy shall, in relation to shares of a Depositor, be the number of shares entered against his name in the latest Record of Depositors made available to the Company.

65. Corporation members

Any corporation which is a member of the Company may by resolution of its ~~D~~irectors or other governing body authorise such person whether a member of the Company or not as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

66. Rights of persons entitled under transmission article

Any person entitled under the transmission Article 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 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 have previously admitted his right to vote at such meeting in respect thereof.

~~67. Joint holders (Deleted)~~

~~In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.~~

68. Member of unsound mind

A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.

69. Member in default

No member shall be entitled to vote at any general meeting in respect of shares in the Company on which calls or other sums presently payable by him have not been paid.

70. Time for objection

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

71. Instrument of proxy

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized.

72. Poll demanded by proxy

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

73. Proxy need not be a member

A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149 (1) (a) and (b) of the Act shall not apply to the Company.

74. Form of proxy

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form near thereto as circumstances admit:

TAN CHONG MOTOR HOLDINGS BERHAD

I/We, _____, of _____ being a member/members of Tan Chong Motor (Holdings) Berhad hereby appoint _____ of _____, or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company, to be held on the _____ day of _____ 49, and at any adjournment thereof, Signed this _____ day of _____ 49.

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

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

75. Deposit of Proxy

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

76. Proxy irrevocable unless notice received by Company

(a) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share (including any transfer pursuant to the Rules) in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the instrument is used.

(b) The Company shall be entitled and bound to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the register and/or the latest Record of Depositors made available to the Company.

(c) The Company shall be entitled and bound to accept as the maximum number of votes which in aggregate the proxy appointed by the member is able to cast on a poll the aggregate number of shares which is entered against the name of that member in the register and/or the latest Record of Depositors made available to the Company where that number is smaller than the aggregate number specified in the instrument or instruments of proxy executed by or on behalf of that member. Therefore, if a member has executed a number of instruments of proxy and some of the proxies on a poll cast votes in favour of a resolution while other proxies,

appointed by the same member, on a poll cast votes against a resolution and the aggregate number of votes specified in the instruments of proxy is greater than the aggregate number of votes entered against the name of that member in the register and/or the Record of Depositors made available to the Company, then the number of votes deemed to be cast in favour of the resolution or against the resolution, as the case may be, shall be in the same proportion as the number of votes cast in favour of the resolution or against the resolution, as the case may be, based on the aggregate number of votes specified in the instruments of proxy.

DIRECTORS

77. Names of Directors

The Directors of the Company at the date of the adoption of these Articles are:-

DATUK TAN YUET FOH
 TAN KIM HOR
 JOJI OKUMURA
 TAN SRI DATUK HAJI MOHD. ARIFF bin DARUS
 TAN TONG HENG

All the Directors of the Company shall be natural persons.

78. Eligibility to become a director

No person shall without the leave of the Court be eligible to be appointed as a Director who is an undischarged bankrupt or has been convicted within or without Malaysia:-

- (a) of any offence in connection with the promotion, formation or management of a corporation;
- (b) of any offence involving fraud or dishonesty punishable on conviction with imprisonment for three months or more; or
- (c) of any offence under the provisions of the ~~Companies Act 1965~~.

79. Number of Directors

The Company may from time to time in general meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office. Until otherwise determined by general meeting the number of Directors including a Managing Director shall not be less than three nor more than ten but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company but for no other purpose.

80. Appointment by Board of Directors

The Directors shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 79 and any Director so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.

81. Qualification of Director

The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Directors shall be required.

82. Remuneration of Director

The Directors shall be paid for their services as follows:-

- (i) Directors who hold no executive office in the Company shall be paid fees by a fixed sum and not by a commission on or percentage of profits or turnover.
- ~~(ii)~~ Fees payable to ~~such~~ all Directors shall be determined by the Company in general meeting and shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting. Such fees may be divided among the Directors in such proportions and manner as the Directors shall determine.
- ~~(iii)~~ Any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration paid to the latter.
- ~~(iv)~~ If any Director who holds no executive office shall be required to perform extra services or to go or reside abroad or shall otherwise be specially occupied about the Company's business he shall be entitled to receive a salary to be fixed by the Board or at the option of such Director by the Company in general meeting. Such salary may be either in addition to or substitution for any fees payable pursuant to sub-clause (i) of this Article.
- ~~(v)~~ Salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover but may include a commission on or percentage of profits ~~but not of turnover~~.

83. As to the duty and liability of Directors

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.

84. General duty to make disclosure

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. ~~In this Article a "Director" includes any person who is for the time being beneficially entitled to five per centum or more of the issued equity shares of the Company.~~

85. Right to hold other office under the Company

Subject to compliance with Section 131 of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

86. Effect on quorum of interested Director

A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the

appointment of a Director to hold any office or place of profit under any other company, or whereat the terms of any such appointment as hereinbefore mentioned are considered or whereat any decision is taken upon any contract or arrangement in which he is in any way interested.

87. Director's not to vote on specified in contracts where he has an interest

A Director ~~may~~ shall not vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest except in respect of:-

- (i) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; ~~or~~
- ~~(iii) any contract by the Director himself or any other Director to subscribe for or underwrite shares or debentures of the Company; or~~
- ~~(iv) any contract or arrangement with any other company in which he is interested either or both as an officer of that other company or as a holder of shares or other securities in that other company.~~

~~And if all the other Directors present agree a Director, who has complied with Section 131 of the Act, may vote in respect of any other contract or arrangement in which he is interested.~~

88. Director also officer of associated company

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 and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The 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 them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be, appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

89. Right to payment for professional services

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.

90. Expenses

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

91. Restriction on right to vote

Save as hereinbefore provided no Director shall vote in respect of any contract or arrangement in which he is directly or indirectly interested, and if he should do so his vote shall not be counted but this prohibition may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Company in general meeting.

92. Register of Directors' Shareholdings

The Company shall keep a register showing with respect to each Director of the Company the number and description and, in the case of debentures, the amount of any shares in or debentures of the Company or a corporation that is deemed to be related to that Company which are held by or in trust for him or of which he has any right to become the holder (whether on payment or not) or in which he has, directly or indirectly, any beneficial interest but the register need not include shares in any corporation which is the wholly-owned subsidiary of another corporation.

ALTERNATE DIRECTOR93. Alternate Director

- (a) Each Director shall have power from time to time to nominate any person, not being a Director, who has been approved for the purpose by a majority of the other Directors to act as his alternate Director and at his discretion to remove his alternate Director.
- (b) An alternate Director shall (except as regards 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.
- (c) Any appointment or removal of an alternate Director may be made by cable, telegram or radiogram or in any other manner approved by the Directors. Any cable, telegram or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (d) 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.
- (e) A Director shall not be liable for the acts and defaults of any alternate Director appointed by him.
- (f) 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 DIRECTORS94. Appointment

The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors for such period not exceeding five (5) years and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Managing Directors shall be subject to the control of the Board.

95. Remuneration of Managing Director

The remuneration of a Managing Director or Managing Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.

96. Resignation and removal of Managing Director

A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director.

DISQUALIFICATION OF DIRECTORS

97. Office of Directors how vacated

Subject as otherwise provided and to the terms of any Subsisting agreement, the office of a Director shall become vacant if the Director:-

- (a) ceases to be a Director by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 130 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;
- (e) resigns his office by notice in writing to the Company;
- (f) for more than six months is absent, without permission of the Directors, from meetings of the Directors held during that period.

POWERS AND DUTIES OF DIRECTORS

98. Powers and duties

Save that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by Ordinary Resolution of the members in general meeting, the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles or the provisions of the Act, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

99. Cheques, bills etc

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 from time to time determine.

100. Use of seal abroad

The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers.

RETIREMENT, ROTATION AND REMOVAL OF DIRECTORS

101. Rotation and retirement of Directors

At every annual general meeting one-third of the Directors (except a Managing Director) or if their number is not a multiple of three then the number nearest to one-third shall retire from office and be eligible for re-election provided that all Directors except the Managing Director shall retire from office once at least in each three years, but shall be eligible for re-election.

102. Which Directors to retire

The Directors to retire in every year shall, subject nevertheless as hereinafter provided, be the Directors who have been longest in office since their last election, but as between persons who became Directors on the same day, the Director to retire shall, unless they otherwise agree among themselves, be determined by lot.

103. Eligibility for election

Only the following persons shall be eligible for election to the office of Director at any ~~annual General Meeting~~ meeting namely:-

- (i) a Director retiring at the meeting;
- (ii) a person recommended by the Directors and in respect of whom, not less than nine clear days before the day appointed for the meeting, there shall have been left at the office a consent to act as a Director duly signed by such person;
- (iii) a person in respect of whom not less than eleven nor more than twenty-one clear days before the date appointed for the meeting there shall have been left at the office a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

104. No appointment of Directors by single resolution

At a general meeting a motion for the appointment of two or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

105. Seven-day notice required

Not less than seven days notice shall be given to every member of the name of each person who is eligible for election as a Director at a general meeting.

106. Removal of Director

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 so long as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS107. Meetings

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and in particular the method of giving notice of meetings of Directors as they think fit. Any one Director may at any time and the Secretary shall on the requisition of any one Director summon a meeting of the Directors. It shall not be necessary to give any Director or alternate Director, who has not got an address registered with the Company in Malaysia or the Republic of Singapore, 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 or the Republic of Singapore. Except in the case of an emergency, seven days' 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 Article 144 and the said Article 144 shall apply mutatis mutandis to the service of notices of Directors' meetings on Directors as it applies to the service of notices on members of the Company. In addition to a notice of any Directors' meeting sent by post, such notice may be sent by facsimile, electronic mail or by any means of telecommunication in permanent written form, and service of the notice shall be deemed to be effected at the expiration of 12 hours after the same was despatched by facsimile, electronic mail or such other means of telecommunication, and in proving such service it shall be sufficient to prove that the facsimile or electronic mail or other such transmission was properly addressed and despatched. The facsimile transmission report or the electronic mail transmission report, as the case may be, shall be prima facie evidence of the act, date and time of despatch of such notice.

107A. Meeting by conference telephone

Members of the board of Directors or of any committee thereof may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak with each other, and at which the persons participating in the meeting form a quorum, provided that resolutions passed at such meeting shall be subsequently confirmed by such resolutions being signed by all the Directors who participated at such meeting and such resolutions shall be as valid and effectual as if the resolutions had been passed at a meeting of the Directors or committee as the case may be duly convened and held where all participants were present in the same location.

108. Number reduced below quorum

The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

109. Chairman's casting vote

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote except where only two Directors are competent to vote on the question at issue or are the quorum present at the meeting. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be three.

110. Chairman and Vice Chairman of meetings of Directors

The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are to hold office and unless otherwise determined the Chairman and Deputy Chairman shall be elected annually. The Chairman or in his absence the Deputy Chairman shall preside at all meetings of Directors. If neither a Chairman nor a Deputy Chairman is elected, or if at any meeting the Chairman or the Deputy Chairman is not present within half an hour of the time appointed for holding the same, the Directors present shall choose ~~some~~ one of their number to be Chairman of such meeting.

111. Directors may delegate powers to Committee

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

112. Chairman of Committee

A Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within half an hour after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

113. Chairman of Committee has casting vote

A Committee may meet and adjourn its meetings as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote except where only two members of the Committee are competent to vote on the question at issue or are the quorum at the meeting. The quorum at meetings of Committees of Directors shall be two unless some larger number has been fixed by the Director's resolution creating the Committee.

114. Validity of acts of Directors and Committee

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

115. Directors' circular resolutions

A resolution in writing signed or approved by letter by all the Directors who may at the time be present in Malaysia or the Republic of Singapore and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book and submitted for confirmation at a meeting of the Board next following the receipt thereof by him.

MINUTES

116. Minutes

The Directors shall cause minutes to be duly entered in books provided for the purpose:-

- (a) Of all appointments of officers.
- (b) Of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors.
- (c) Of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees.
- (d) Of all orders made by the Directors and any Committee of Directors.

117. Minute book in the office

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.

REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES118. To keep a Register of Directors, Managers and Secretaries

The Directors shall cause to be kept at the office a register of Directors, Managers and Secretaries of the Company as required under the Act.

SECRETARY119. Appointment

The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. The first Secretaries of the Company are Chan Chee Hong and Wilson Chan.

SEAL120. Affixing seal

The Directors shall provide for the safe custody of the ~~S~~seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and save as provided in Article 12 every instrument to which the ~~S~~seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

AUTHENTICATION OF DOCUMENTS121. Appointed persons

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 resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than in the office the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

122. Authenticated document to be conclusive evidence

A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 121 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.

POWER OF ATTORNEY123. Appointment of attorney

The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (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 powers 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 authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

DIVIDENDS124. Payment of dividends

The profits of the Company which it shall from time to time decide to distribute by way of dividend subject to any special conditions on which any shares shall have been issued, shall be divisible amongst the members in proportion to the amount of capital paid up or credited as paid up on the shares held by them respectively.

125. Amount of dividend

The Company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Directors but the Company in general meeting may declare a smaller dividend.

126. No dividends except out of profits

Save as hereinbefore provided no dividend shall be payable except out of the profits of the Company and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the profits of the Company shall be conclusive.

127. Interim dividends

The Directors may from time to time pay to the members on account of the next forthcoming dividend such interim dividends as in their judgement the position of the Company justifies.

128. Power to retain dividends on which Company has a lien

The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

129. Power to retain dividends in respect of transmission shares

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission Article entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

~~130. One of joint holders receipt to be binding(Deleted)~~

~~In case several persons are registered as the joint holders of any share any such persons may give effectual receipts for all dividends and payments on account of dividends, bonuses, return of capital and other money payable in respect of such share.~~

131. Transfer not to affect right to dividend declared before registration

Subject to the provisions of the Central Depositories Act and the Rules, a transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

132. Notice of declaration of dividend

Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in ~~the manner hereinafter~~ provided in Article 38(a).

133. Dividends payable by post

Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled ~~or in case of joint holders to that one of them first named in the register in respect of the joint holding~~ as it appears in the register and/or the Record of Depositors. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

DIVIDEND IN SPECIE

134. Power to distribute dividends in specie

Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

CAPITALIZATION OF PROFITS

135. Capitalisation on recommendation of Directors

The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that 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.

136. Appropriations and allotments

Whenever such a resolution as aforesaid shall have been passed the Directors shall make appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid

up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

137. Accounts to be kept

The Directors shall cause to be kept proper books of account with respect to all sums received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Company.

138. Custody of books

The books of account 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. Accounts and books may be inspected by members

The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Director or by a resolution of the Company in general meeting.

140. Profit and loss accounts to be made up and laid before Company and Balance Sheet to be made out yearly

Once at least in every year the Directors shall lay before the Company in general meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting and the interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed six months. A balance-sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in general meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Act, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. The Auditor's report shall be attached to the balance sheet and shall be read before the Company in general meeting and be open to inspection by any member. A copy of each such document shall not less than fourteen days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 54 of these presents) be sent to every member of, and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents. The requisite number of copies of each such document as may be required by the Stock Exchange from time to time shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed. 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 or to more than one of joint holders 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.

LANGUAGE141. Accounts to be kept in English or Malay Language

Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time at intervals of not more than seven 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.

AUDIT142. Audit

Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

143. Appointment of Auditors

The Company at each ordinary meeting shall appoint an Auditor or Auditors to hold office until the next ordinary meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 8, 9, 172, 173, 174 and 175 of the Act.

NOTICES144. Service of notices

A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address as appearing in the register or Record of Depositors, or (if he has no registered address within Malaysia or the Republic of Singapore) to the address, if any, within Malaysia or the Republic of Singapore supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. ~~All notices addressed to members with addresses in East Malaysia shall be sent by Air Mail and prepaid stamps shall be affixed at air mail rates.~~

~~145. Joint holders(Deleted)~~

~~A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.~~

146. Notice after death or bankruptcy

A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within Malaysia or the Republic of Singapore supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

147. Notice of general meeting

- (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to:-
- (a) every member with a registered address in Malaysia or the Republic of Singapore or an address for service of notices in Malaysia or Republic of Singapore or such other place approved by the Directors;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; ~~and~~
 - (c) the Auditor for the time being of the Company; and
 - (d) every ~~s~~Stock ~~e~~Exchange in which the Company is listed;
- (2) 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, a waiver thereof or the shortening of the period of such notice, may be effectively executed in writing by the person or persons entitled to such notice.
- (4) At least fourteen days' notice of every general meeting shall be given by advertisement in one issue of a daily newspaper circulating in ~~West~~ Malaysia ~~and the Republic of Singapore~~.

WINDING UP148. Distribution in specie

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 Liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

149. Distribution of assets

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.

150. Liquidator's remuneration subject to ratification by members

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

INDEMNITY151. Indemnity to officers

Every Director, Managing Director, agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connexion with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust applicable to his duty to the Company.

ALTERATION151. Alteration of Articles

The Company shall not delete, amend or add to any of its existing Articles of Association which have been previously approved by the Stock Exchange unless prior written approval has been sought and obtained from such Stock Exchange for such deletion, amendment or addition.

SHARES FROM FOREIGN REGISTER153. Application for registration of shares on Malaysian Register(1) Where -

(a) the shares in the Company are listed on a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption (No.2) Order, 1998 (hereinafter referred to as an "Approved Market Place"); and

(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories)(Amendment) Act, 1998, as the case may be, under the Rules in respect of such shares, the Company shall, upon an application by a member, register shares held by such member which are registered on the register of members maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), on the register of members maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions :-

(i) the issue of the share certificates relating to the shares registered on the Malaysian Register pursuant to such application shall be in favour of the Central Depository or its nominee company as bare trustee of such member so that the shares may be credited directly into the securities account of such member; and

(ii) there being no change in the beneficial ownership of such shares.

(2) For the avoidance of doubt, the Company shall not allow any shares registered on the Malaysian Register to be registered on the Foreign Register.

SHARES OF DIFFERENT MONETARY DENOMINATIONS

154. Voting rights of shares of different monetary denominations

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.

COMPLIANCE

155. Compliance with Statutes, Regulations and Rules

The Company shall comply with 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 Stock Exchange, the Central Depository and other appropriate authorities to the extent required by law notwithstanding any provisions in these Articles to the contrary.

These are the Articles of Association of the Company adopted by Special Resolution of the Company passed in general meeting on the day of

