

THE COMPANIES ACT 1965

MALAYSIA

A PUBLIC COMPANY LIMITED BY SHARES



KOBAY TECHNOLOGY BHD.

(308279-A)

(Incorporated on the 18th day of July, 1994)

MEMORANDUM

AND

ARTICLES OF ASSOCIATION



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

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

No. Syarikat

308279	A
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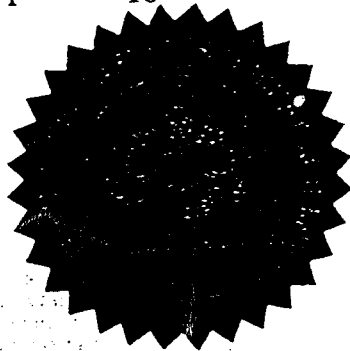
**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

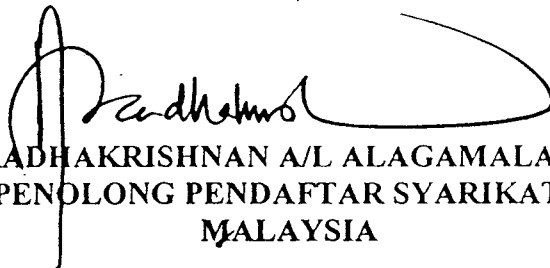
Adalah diperakui bahawa
THB INDUSTRIES BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
18 haribulan Julai 1994, sebagai sebuah syarikat
persendirian, pada 18 haribulan September 2001,
telah menukar namanya kepada
KOBAY TECHNOLOGY BHD.

dan bahawa syarikat ini adalah sebuah syarikat persendirian
dan adalah sebuah syarikat berhad menurut syer

Diberi di bawah tandatangan dan meterai saya di Butterworth
pada 18 haribulan September, 2001.




(RADHAKRISHNAN A/L ALAGAMALAI)
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 20
AKTA SYARIKAT 1965
[Seksyen 26 (3)]

No. Syarikat

308279	A
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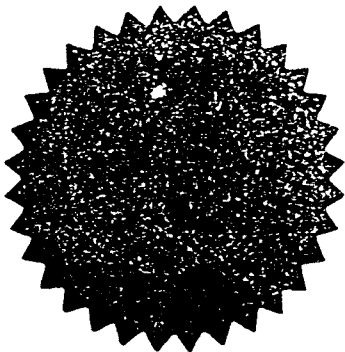
**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
MENJADI SYARIKAT AWAM**

Adalah diperakui bahawa
THB INDUSTRIES SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
18 haribulan Julai, 1994, sebagai sebuah
syarikat berhad menurut syer, telah pada 22 haribulan
Julai, 1996, bertukar menjadi suatu syarikat awam
dan bahawa nama syarikat itu sekarang ialah

THB INDUSTRIES BHD.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 22 haribulan Julai, 1996.



ANUAR BIN SHAMAD
Penolong Pendaftar Syarikat
Malaysia



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

308279	A
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PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT

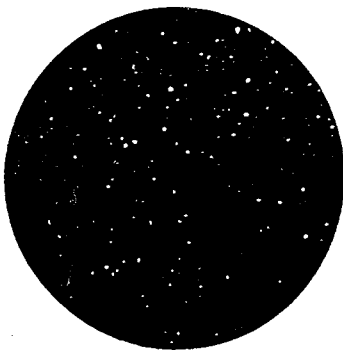
Ini adalah untuk memperakui bahawa

MECOPRISE SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
18 haribulan Julai, 1994, sebagai sebuah syarikat
persendirian, pada 08 haribulan Ogos, 1995
telah menukar namanya kepada

THB INDUSTRIES SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat persendirian,
dan adalah sebuah syarikat berhad menurut syer
Diberi di bawah tandatangan dan meterai saya di Butterworth
pada 08 haribulan Ogos, 1995



(HARUN BIN MOHD. YUNUS)
Penolong Pendaftar Syarikat
Malaysia



PEJABAT PENDAFTAR SYARIKAT
MALAYSIA

BORANG 9
AKTA SYARIKAT, 1965

No. Syarikat

308279	A
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Seksyen 16 (4)

PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

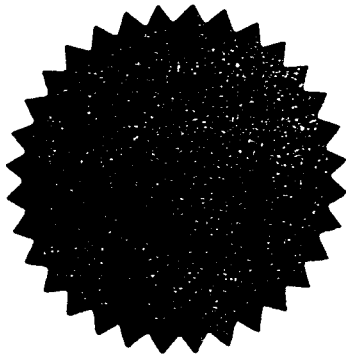
Adalah diperakui bahawa

MECOPRISE SDN. BHD.

telah diperbadankan di bawah Akta Syarikat, 1965 pada dan mulai
dari 18 haribulan Julai 1994, dan bahawa syarikat ini
adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah
sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur.

pada 18 haribulan Julai 1994




NORIAH BTE ABIDIN
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

THE COMPANIES ACT, 1965
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KOBAY TECHNOLOGY BHD.
(308279-A)

1. The name of the Company is **KOBAY TECHNOLOGY BHD. (308279-A)**.
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of an investment holding company and for that purpose to promote or form or assist in the promotion or formation of any company or companies subsidiary to this Company or otherwise and to acquire and hold for investment shares, stocks, debentures stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissions, public body or authority supreme, municipal, local or otherwise and to acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose the same.
 - (2) To carry on business as general traders, dealers, importers, exporters, distributors, buying or selling commission agents and otherwise deal in goods, provisions, merchandise, commodities, plant and machinery and articles of all descriptions, both wholesale and retail, and to transact every kind of agency business.
 - (3) To purchase or otherwise acquire for investment lands, houses, buildings, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not.
 - (4) To carry on in all their respective branches all or any of the businesses of builders, masonry, ready-made concrete and reinforced concrete specialists, general construction contractors and hauliers and among other things to construct, execute, carry out, equip, improve, work, develop, manage and control railways, roadways, tramways, docks, harbours, piers, wharves, bridges, canals, water-courses, reservoirs, dams, aqueducts, pipelines, quarries, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electric, telegraph, telephone, and other supply works, houses, buildings and erections of every kind.
 - (5) To carry on the business of housing developers and building contractors and to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out, subdividing and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings.
 - (6) To carry on the business of garage keepers and suppliers of and dealers in plant, electricity and other motive power to motor and other things.

- (7) To enter into any contracts in relation to and to erect, construct, maintain, make, operate, own, alter, repair, pull down and restore either alone or jointly with any other companies or persons, works of all descriptions including wharves, docks, piers, railways, tramway, waterways, roads, bridges, warehouses, factories, mills, engines, machines, railway carriages and wagons, gas works, electric works, water works, drainage and sewerage works and buildings of every description.
- (8) To hold shares or invest in, and to acquire, lease promote or sell, and to manage, conduct or undertake the business of management or otherwise howsoever direct the operations of any business, Company, corporation firm of any other whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company.
- (9) To carry or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredges, prospectors, job-masters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods lines matters and things including bricks, furniture, hardware, lime, metals, sands, stone, tiles, timber, terra cotta and all other building requisites, estate house or land agents.
- (10) To alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- (11) To carry on business as exporters, importers, cultivators, winners sawmillers, and manufacturers of and dealers and traders in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products and by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacture, or processing of wood, timber, cane or other forest produce plant matter or thing including coal, charcoal, paper plastics and other synthetic materials.
- (12) To carry on the business of manufacturers of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboards, railway and other tickets, mill boards, and wall and ceiling papers and to carry on the business of stationers lithographers and publishers.
- (13) To carry on any whatsoever form of business, trade or undertaking whether as principals, agents, sub-agents or consignee, and to deal in any form of produce, matter or thing.
- (14) To manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies, and garages, service stations, workshops and repair shops.
- (15) To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims licenses, leases, options, rights or privileges for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, land, wolfram, copper, iron, oil, coal, or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licenses, leases, mines, lands, options, rights or privileges and produce thereof.
- (16) To search for, win, get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other mineral substances, precious stones and other produce of any mines or properties, vegetable and other produce and material and substances of all kinds, and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.
- (17) To construct, maintain, improve, develop, work, control, operate and manage any waterworks, garages, and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, motels, guest houses, rest houses, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

- (18) To carry on business as tourist and travel agents and contractors, and to facilitate tourism and traveling, and to provide for tourists, travelers, holiday-makers and vacationers, and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, circular tickets, sleeping cars and berths, reserved places, and carriage and transport of all kinds, including the hire of any form of system of transport.
- (19) To provide hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, traveling, holding, develop, promote, operate, manage, work and control holiday resorts and camps, vacation centers and to arrange, organize and manage tours of all kinds; to arrange, organize and manage, cruises journeys, tours, travels, trips, voyages and expeditions of all kinds, and to promote, organize and manage amusement, carnivals, cinemas, circuses, entertainments, exhibitions, expositions, fairs, festivals, play-ground, theaters, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums halls, pitches, pools, rings, rinks, stadium, tracks, and places thereof.
- (20) To carry on business as dealers and general merchants, exporters, and importers, general agents and brokers, and to buy, sell manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores, and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.
- (21) To carry on the business of planter, farmers, and cultivators of and dealers in rubber, oil palm, coconut, gutta percha, jelutong gum of description latex bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon, tobacco, gambier, oilpalms, cotton, flax, fruit trees, potatoes, root crops, mulberry and other trees for the production of silk, and all kinds of trees and plants.
- (22) To carry on business as farmers, diary and poultry farmers and merchants, gaziers cultivators, storekeepers, printers, newspaper proprietors, cattle breeders, stockmen, provision preserves, exporters and importers, brokers, and to transact any every description of agency, commission, commercial manufacturing, mercantile and financial business.
- (23) To manufacture, buy, sell, exchange and in any other whatsoever manner deal with, utilise or turn to account any matter, substance or thing including (but without prejudice to the generality of the foregoing) bone, copra, fertiliser, guano, manure and all agricultural and farm produce.
- (24) To purchase, take on leave, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind.
- (25) To purchase, hire, sell, deal in construct, equip, maintain, improve, repair and use motor-cars, motor-lorries, motor-cycles, steam cars, steam wagons, tractors, aeroplanes, bicycle, carts, carriages, ropeways, cableways, high lead lines, cranes and all other forms of craft, machine of vehicle, animals or material, either terrestrially, sub-terranously, or aerially and all tools and parts thereof and all other things proper to be used in connection therewith.
- (26) To carry on all or any of the business of managers of shipping property, freight contractors, carriers by land, and air, barge owners, lightermen, stevedores, forwarding agents, and any other form of transport business, ice merchants, refrigerating-storekeeper, warehouse-men, wharfingers and general traders.
- (27) To carry on the business of chemist, druggist, drysalters, oil and colourmen and importers, exporters and manufacturers of and dealers in all pharmaceutical, medicinal, chemical, industrial and other preparations, articles and compounds, cements, oils, paints, pigments, and varnishes, drug, dye-ware paint and colour grinders, makers of and dealers in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatus and materials, and to buy, sell, manufacture, refine,

manipulate, and deal in all substances, apparatus, and things capable of being used in any such businessmen as aforesaid or in any way in connection therewith.

- (28) To apply for purchase of otherwise acquire, use, assign, sell and generally deal in patents, patents-rights, trade-marks, designs, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licenses, and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- (29) To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business.
- (30) To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as directly or indirectly to benefit this company.
- (31) To invest the capital of the Company and make advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale or assignment and whether subject to hire-purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same and generally to finance the carrying on of the hire purchase business in all its branches.
- (32) To transact business as financiers, promoters and financial and monetary agents in any part of the world and for such purposes to establish agencies, and to appoint financial and managing agents and attorneys and to produce the company to be registered or recognised.
- (33) To receive money on deposit or to borrow or raise money with or without security, or to secure the payment or repayment of money or the satisfaction, observance or performance of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fit and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the Company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a floating charge upon present and future property including uncalled and called unpaid capital.
- (34) To lend and advance money or give credit to such person or companies and on such terms as may seem expedient, and in particular to customers, companies, corporation, firms and other having dealings with the Company, and to give guarantees or become surety and give security for any such persons or companies.
- (35) Subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest.
- (36) To carry on business as capitalists, financiers, concessionaires, miners and merchants and to guarantee or become liable for the payment of money or for the performance of any obligation, and to undertake and carry on and execute all kinds of financial, mining commercial, trading and other operations and to carry on any other business which may seem to be capable of being carried on in connection with any of these objects or be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the company's property or rights.
- (37) To advance, deposit, or lend money, securities and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell, bills, notes, warrants, coupons and other negotiable or transferable documents.
- (38) To transact and carry on all kinds of agency business and in particular to collect rents and debts and to negotiate loans to find investment and to issue, place shares, stocks, debenture stocks or securities.

- (39) To administer trust estate, and the estates of deceased bankrupt or insolvent persons or the property of companies in liquidation or any other estates liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, liquidator, custodian, guardian, treasurer or any similar office, and to perform and discharge the duties of any such of office for commission, or other remuneration, or other otherwise.
- (40) To appoint any persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company, or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- (41) To promote or assist in the promotion of any company for the purpose of acquiring the undertaking or all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or debenture stock or securities of such company and to subsidise or otherwise assist any such company.
- (42) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets, and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or engage in or possessed of property suitable for the purpose of or that may be conducive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debenture stock or securities of the company.
- (43) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.
- (44) To subscribe for, take, underwrite, purchase or otherwise acquire and hold shares, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this company.
- (45) To purchase, acquire, hold, sell shares, stocks, debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body of authority supreme, municipal, local or otherwise, whether at home or abroad.
- (46) To invest with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (47) To sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (48) To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company having objects altogether or in part similar to those of this Company.
- (49) To distribute any property of the Company whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.
- (50) To enter into any arrangement with any governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such governments or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (51) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (52) To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (53) To borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole of any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or a lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (54) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion, formation, or business of the Company, or any other company promoted wholly or in part by this Company.
- (55) To establish or aid in the establishment to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have at any time been employed by the Company or its predecessors in business and the dependants or relatives of such person or persons.
- (56) To establish and or support or to aid in the establishment and or support of and to make donations or subscription to or to subsidise any whatsoever association, fund, institution, place of worship, school, society or any other body or partly having or for any objects or purposes whatsoever.
- (57) To make contributions and donations and in any other manner to give aid assistance and help to any person firm company association, society or other body or party for any whatsoever object or purpose.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of person whether incorporated or incorporated, and whether domiciled in Malaysia or elsewhere, whether existing or hereafter to be formed, and that the intention is that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in nowise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects the objects of a separate distinct and independent company.

- 4. The liability of the members is limited.
- 5. The capital of the Company is RM100,000,000.00 Malaysia Ringgit divided into 100,000,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
- 6. Subject always to the respective rights, terms and conditions mentions in Clause 5 hereof of the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with our without any special designation, and also from time to time alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

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

Name, addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
<p>HASLINA BT MOHD FESAL ARBEE (NRIC NO. : 6966696) Lot 2457C, Batu 17 48050 Kuang Selangor Darul Ehsan Company Secretarial Assistant</p>	<p>One (1)</p>
<p>SUZLITA BINTI NASRON (NRIC NO : A 3433908) Lot 871, Kg Sg, Kayu Ara Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Clerk</p>	<p>One (1)</p>
<p>Total Number of Shares Taken</p>	<p>Two (2)</p>

Dated this 8th day of July 1994

Witness to the above signatures:-

LIM KOK SHEE
 (Company Secretary)
 24A, Jalan SS 21/35
 47400 Petaling Jaya
 Selangor Darul Ehsan

THE COMPANIES ACT, 1965, MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KOBAY TECHNOLOGY BHD.

(Company No.: 308279-A)

EXCLUSION OF TABLE “A”

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

INTERPRETATION

2. In these Articles unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein: Interpretations
- (a) “Act” means the Companies Act, 1965 and any statutory modification, amendment or re-enactment thereof for the time being in force.
 - (b) “Article” means these Articles of Association as originally framed or as altered from time to time by Special Resolution.
 - (c) “Board” means the Board of Directors for the time being of the Company.
 - (d) “Depositories Act” means the Securities Industry (Central Depositories Act) or any statutory modification, amendment or re-enactment thereof for the time being in force.
 - (e) “Company” means KOBAY TECHNOLOGY BHD. (Company No. : 308279-A) including any further change of its name.
 - (f) “Deposited Security” means security as the same definition under section 2 of the Depository Act and any amendments thereof.
 - (g) “Depositor” means a holder of securities account established by the Depository.
 - (h) “Depository” means Bursa Malaysia Depository Sdn. Bhd. (Company No. : 165570-W) including any further change to its name or such other central depositor as may be prescribed under the Listing Requirement.
 - (i) “Directors” means the Directors for the time being of the Company.
 - (j) “Dividend” includes bonus issue.
 - (k) “Exchange” means the Bursa Malaysia Securities Berhad (Company No.: 635998-W) or such other name by which it shall be known from time to time and such other stock exchange, if any, upon which the shares of the Company may be listed or quoted.
 - (l) “Listing Requirements” means Listing Requirements of Bursa Malaysia Securities Berhad including any amendment thereto that may be made from time to time.
 - (m) “Market Day” means any day of which the Exchange is open for trading in securities.

- (n) “Member” includes a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Depositories Act but excludes the Depository in its capacity as a bare trustee unless otherwise expressed to the contrary.
- (o) “Office” means the registered office for the time being of the Company.
- (p) “Record of Depositors” means the record provided by the Depository to the Company or its registrar or its issuing house under the Rules.
- (q) “Rules” means the Rules of the Depository or any statutory modification, amendment or re-enactment thereof for the time being in force.
- (r) “Seal” means the Common Seal of the Company.
- (s) “Secretary” means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.
- (t) “Securities” includes share, debenture, note, stock or bond issued or proposed to be issued in the Company and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to “securities” in Capital Markets and Services Act 2007 and any amendments thereof.
- (u) “Securities Account” means an account established by the Depository for a depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the depositor as permitted under the Depositories Act and/or the Rules.
- (v) “Share Deal” means the share seal of the Company.
- (w) “Shares” means shares in the Company.
- (x) Reference to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (y) Words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word “person” shall include a corporation.
- (z) Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 as amended from time to time and any re-enactment thereof.
- (aa) The headings and marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

SHARES

Authorised
share capital

3. The authorized share capital of the Company at the date of adoption of these Articles, is Ringgit Malaysia One Hundred Million (RM100, 0000, 000.00) divided into One Hundred Million (100,000, 00) ordinary shares of Ringgit Malaysia One (RM1.00) each.

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of the written law and to the conditions, restrictions and limitations expressed in these Articles and to provisions of any resolution of the Company, and subject to the prior approval of the members of the Company, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights as they think proper, PROVIDED ALWAYS THAT:-

Issue of shares

- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
- (b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
- (c) in the case of shares other ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (d) every issue of shares or options to employees of the Company and/or the Company's subsidiaries and/or Directors shall be approved by the members in general meeting and no Director shall participate in such issue of shares or option unless the members in general meeting have approved the specific allotment to be made to such Directors subject always to the provisions of the Listing Requirements or such regulations or amendments as may be imposed by regulatory bodies from time to time; and
- (e) in the case of shares offered to the public for subscription, the amount payable on application on each share shall not be less than five per cent (5%) of the nominal amount of the share.

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

Issue of preference shares

- (a) the holders of preference shares have the same rights as the holders of ordinary shares and must be entitled to a right to vote in each of the following circumstances:-
 - (i) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the share;
 - (v) on a proposal to wind up the Company;
 - (vi) during the winding up of the Company; and
- (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 18 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. A holder of a preference share must be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited financial statements and attending meetings.

No financial assistance	6	The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in the provision to Section 67(2) of the Act.
Power of paying commission	7	In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 58 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per cent (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.
Shares issued for purposes of raising money for the construction of works or building	8	Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or provision of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned Section 69 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or the provision of plant.
Compliance with Requirements	9	The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares.
Trusts not to be recognised	10	Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not even when having notice thereof be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
Waiver from the Exchange for convening extraordinary general meeting for new issue of shares	11	The Company may apply to Exchange for waiver of the convening of an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issue) where: - <ul style="list-style-type: none"> (a) in accordance with the provisions of Section 132D of the Act there is still in effect a resolution approving the issuance of shares by the Company; and (b) the aggregate issues of which in any one financial year (other than by way of bonus or rights issues) do not exceed ten per cent (10%) of the issued capital of the Company.
Share buy-back	12	Subject to and in accordance with the Act, the Companies Regulations 1966 and the Rules, and the requirements of the Exchange, the Depository, the Securities Commission and any other relevant authorities, the Company shall have the power to purchase its own shares.
Exercise of rights of members	13	Subject to Depositories Act and the Rules, no person shall exercise any rights of a member until his name shall have been entered in the Register and he shall have paid all calls and other moneys for the time being due and payable on any share held by him. Subject to the Rules not more than one (1) person can be entered as the holder of a security in the Record of Depositors.

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| 14 | If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates, every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives. | Instalments |
| 15 | Notwithstanding these Articles, the Company shall comply with the provisions of the Depositories Act and the Rules in respect of all matters relating to the prescribed securities. | Compliance with the Depositories Act and the Rules |
| 16 | The Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the securities accounts of the allottees with such securities save and except where it is specifically exempted from compliance with the Depositories Act, in which event it shall so similarly be exempted from compliance with the Listing Requirements. For this purpose the Company must notify the Depository of the names of allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the securities accounts of such allottees. The Company must allot securities and dispatch notices of allotment to the allottees within the stipulated time frame as may be prescribed or allowed by the Exchange. | Issue of securities |

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS ARE UNKNOWN

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| 17 | <p>(1) Subject to the provisions of the Depositories Act and the Rules, where by the exercise of reasonable diligence, the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Record of Depositors as the address of the member stating that the Company after expiration of one (1) month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.</p> <p>(2) If after the expiration of one (1) month from date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the member a transfer of those shares to the Minister charged with responsibility for finance.</p> | Transfer of shares belonging to unlocated members to the Minister |
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ALTERATION OF RIGHTS

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| 18 | Notwithstanding Article 19 hereof, the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders rights, shall only be made pursuant to a special resolution concerned Provided Always 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 (3/4) of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. | Alteration of preferential shareholders' rights |
| 19 | 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 shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths (3/4) of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that 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 (2) persons at least holding or representing by proxy one-tenth (1/10) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply. | Alteration of class rights |

No alteration of rights by issuance of new shares 20 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

CALLS ON SHARES

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

Payment of calls 22 Any call may be made payable either in one sum or by installments, and each member upon whom a call is made is liable to pay the amount of the call to the Company and at the time or times and place appointed by the Directors. A call may be wholly or partly revoked or may be postponed by the Directors of the fixed time for its payment.

When call made 23 A call shall be deemed made at the time when the resolution of the Directors authorising such call was passed.

Directors may differentiate between holders 24 The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls.

Term of issue may be treated as call 25 Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified.

Interest on calls in arrears 26 If any sum in respect of a call, either in one sum or by installments, 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 as the Directors may determine provided however the Directors may waive payment of such interest in whole or in part.

Calls to be fully paid before receiving dividend 27 No shareholder shall be entitled to receive any dividend or to exercise any rights or privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any).

Payment of calls in advance 28 The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.

FORFEITURE AND SURRENDER OF SHARES

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| 29 | If any member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Directors at may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such a call or such part thereof as remains unpaid, together with any interest which may have accrued at such rate as the Directors shall determine and all expenses incurred by the Company by reason of such non-payment. | Notice to pay calls |
| 30 | The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call or any part thereof was made will be liable to be forfeited. | Period of notice |
| 31 | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends of which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder. | Forfeiture for non-payment |
| 32 | Subject to the Depositories Act, a share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. | Shares forfeited belongs to the Company |
| 33 | A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest at such rate as the Directors may determine from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think it fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares. | Liability on forfeiture |
| 34 | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien 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 shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and subject to the Central Depositories Act and the Rules the Directors may authorize some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceed of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the persons entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Statutory Declaration as conclusive evidence |
| 35 | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of a premium, as if the same had been payable by virtue of a call duly made and notified. | Application of forfeiture provision |

Notice of forfeiture to be given and entered in the Register 36 When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the share.

LIEN

Company's lien on shares 37 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys called or payable at a fixed time which are due and unpaid in respect of the particular share and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member for all moneys payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.

Power to enforce lien by sale 38 Subject to the Depositories Act and the Rules, 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 in the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

Application of proceeds of sale 39 The net proceeds of any such sale after payment of the amount of interest and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

TRANSFER OF SECURITIES

Transfer of securities 40 The transfer of any listed securities or class of listed securities of the Company shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding Section 103 and 104 of the Act, but subject to Section 107C (2) of the Act and any exemption that may be made from compliance with Section 107C (1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.

Transmission of securities from Foreign Register 41 (1)Where-

- (a) The securities of the Company are listed on another stock exchange; and
- (b) The Company is exempted from compliances with the Depositories Act and any statutory modification, amendments or re-enactment thereof for the time being in force , as the case may be, under the Rules of the Depository in respect of such securities,

the Company shall, upon request by securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
- (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.

(2) For the avoidance of doubt, no company which fulfills the requirements of paragraphs (a) and (b) of Article 41 (1) shall allow any transmission of securities from Malaysian Register into the Foreign Register.

42	The Depository may in its absolute discretion, refuse to register any transfer that does not comply with the Depositories Act and the Rules.	Refusal to register transfer
43	<p>(a) Subject to the Act, the registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year.</p> <p>(b) Subject always to the Listing Requirements, the Company shall give prior written notice of at least ten (10) Market Days' notice or such other period of notice as may be permitted by the Exchange and/or Depository, as the case may be, of such intention to close the register of Members and/or register of Depositors shall be given to the Exchange and publication in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purpose thereof. In relation to such closure of the Company shall give notice, in accordance with Rules, to the Depository to prepare appropriate Record of Depositors.</p>	Closing of Register
44	Nothing in these Articles shall preclude the Directors from recognizing a renunciation of the allotment of any share by the allottee in favour of some other person.	Renunciation of allotment by the allottee
45	All transfer of securities deposited with a Depository, including but not limited to the Deposited Security, shall be in compliance with the relevant laws and rules.	Deposited securities
TRANSMISSION OF SECURITIES		
46	In the case of death of a member, the legal personal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the securities; but nothing herein contained shall release the estate of a deceased share holder from any liability in respect of any share which had been held by him.	Death of holder of securities
47	Any person becoming entitled to securities in consequence of the death or bankruptcy of any member may upon such evidence of title being produced as may from time to time be required by the Depository and the Rules (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such securities or to have some person nominated by him registered as transferee thereof but the Depository shall in either case has 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. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence. Provided Always that where the share is a Deposited Security, a transfer or withdrawal of the share may be carried out by the person becoming so entitled, subject to the Act, the Rules, the Depositories Act and the Listing Requirements.	Rights on death or bankruptcy
48	If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company and the Depository a notice in writing signed by him stating that he so elects Provided Always that where the shares is a Deposited Security and the person so becoming entitled elects to have the share transfers to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the security. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of a member had not occurred and the notice of transfer were a transfer signed by that member.	Election with regard to registration
49	A Person entitled to securities in consequence of the death or bankruptcy or mental disorder of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Depository in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall, subject to the Company's Articles, not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member unless and until he shall have become a member in respect of the securities.	Person entitled to receive and give discharge for dividends

CONVERSION OF SECURITIES INTO STOCKS

- Conversion of securities into stocks 50 The Company may by ordinary resolution convert any paid up securities into stock, and reconvert any stock into paid up securities of any denomination.
- Holder of stocks may transfer their interest 51 The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the securities from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the nominal amount of the securities from which the stock arose.
- Participation in dividends and profits 52 The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the securities from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages.
- Application of these Articles 53 All such provisions of these Articles as are applicable to paid-up securities shall apply to stock and in all such provisions the word “securities” shall include “stock” and the word “securities holder” and “member” shall include “stockholder”.

INCREASE OF CAPITAL

- Increase of share capital 54 The company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.
- Issue of new shares to existing members 55 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares 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 information from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by person entitled to an offer of new share or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.
- New capital to be considered as part of the current share capital of the Company 56 Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

ALTERATION OF CAPITAL

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| 57 | (1) The Company may from time to time by ordinary resolution- | Consolidation,
sub-division
and
cancellation of
shares |
| | (a) consolidate and divide all or any of its share capital of larger amount than its existing shares; | |
| | (b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares; or | |
| | (c) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. | |
| | (2) The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law. | Reduction of
capital |

GENERAL MEETINGS

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| 58 | Subject to the Act, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen (15) months shall be lapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation. | Annual
general
meetings |
| 59 | All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold all general meetings within Malaysia and may hold such general meetings within Malaysia at more than one (1) venue using any technology that allows all Members a reasonable opportunity to participate. | Extraordinary
general
meeting |
| 60 | All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. | Convening of
general
meetings |
| 61 | The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 144 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. No business other than that stated in the requisition as the objects of the meeting shall be transacted. | Convening of
extraordinary
general
meetings |
| 62 | (1) Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions and agreements for shorter notice, the notices convening meetings shall be given to all shareholders (other than those who under the provisions of these Articles or the terms of issue of the securities held by them are not entitled to receive notices of general meetings of the Company) and to the auditors for the time being of the Company at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be | Notice of
meetings |

exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed.

(2) The Company shall request the Depository in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company.

(3) The Company shall request the Depository in accordance with the Rules, to prepare a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

Business at extraordinary general meetings	63	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 notices has been given as aforesaid, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the election and remuneration of Directors and other officers in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
Right to appoint proxy	64	In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and a member may appoint any person to be his proxy without limitation and that the provisions of section 149 (1)(a), (b) and (c) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
Omission to give notice	65	The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting.
Call of meetings by shorter notice	66	A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 62, be deemed to be duly called if it called if it is so agreed- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per cent (95%) in nominal value of the shares giving a right to attend and vote.
Resolution requiring special notice	67	Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by the Articles, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given the notice although not given to the Company within the time

required by this Article shall be deemed to be properly given.

PROCEEDINGS AT GENERAL MEETINGS

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| 68 | All business that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting shall be deemed special, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors. | Special business |
| 69 | No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of these Articles and entitled to vote shall be a quorum. | Quorum |
| 70 | If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting, the member or members present at an adjourned meeting shall form a quorum. | Proceeding of quorum nor present |
| 71 | The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or both of them shall decline to take or shall retire from the chair, the Directors present shall choose one (1) of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one (1) of their own number to act as Chairman at such meeting. | Chairman of the general meeting |
| 72 | The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Chairman may adjourn meeting and notice of adjournment to be given |
| 73 | A resolution in writing signed by all the members of the Company or their agents authorised in writing shall (except where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the members duly convened and held, and such resolution may consist of several documents in like form each signed by or on behalf of one or more members. In the case of a corporate body which is a member of the Company such resolution may be signed on its behalf by its Directors or by any person (whether identified by name or by reference to the holding of any particular office) duly authorised by such corporate body by resolution of its Directors or other governing body or by Power of Attorney to sign resolutions on its behalf. | Resolution in writing |
| 74 | (1) At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands):-

(a) by the Chairman of the meeting;

(b) by at least two (2) members present in person or by proxy;

(c) by any member or members present or by proxy representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or | Voting on resolutions |

- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.

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

Proxies' right to demand a poll	75	The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and for the purposes of the last preceding Article, a demand by a person as proxy for a member shall be the same as a demand by the member.
Counting of votes	76	If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.
Taking of poll	77	If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. In case of any disputes as to the admission or rejection of a vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
Time of the taking of poll	78	Subject to Article 74 a poll demanded on any question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.
Continuance of meeting of other business	79	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business on which a poll has been demanded.
Withdrawal of poll	80	The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately.

VOTES OF MEMBERS

Chairman's casting vote	81	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall have a second or casting vote.
Members' votes	82	<p>(1) Subject to Article 62 (3) and 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 shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid.</p> <p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a member or a member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to</p>

more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.

- (3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

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| 83 | Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or any class of members and the person so authorised shall act in accordance with his authority and until his authority is revoked by the corporation be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were individual member of the Company. | Votes of corporation |
| 84 | Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has management of his estate. Any one of such person may vote either personally or by proxy or by attorney Provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty eight (48) hours before the time appointed for holding the meeting. | Votes of members of unsound mind |
| 85 | The legal personal representative of a deceased member or the person entitled under the Articles 46 to 49 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof. | Votes of legal personal representative of members |
| 86 | No member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a member nor be counted as one (1) of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid. | Members in default |
| 87 | No objection shall be raised in respect of the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. | Time for objection of any voter's qualification |
| 88 | On a poll, votes may be given either personally or by proxy or attorney, and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. | How votes may be given on a poll |
| 89 | <p>(1) Where a member of the Company is an authorised nominee as defined under the Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The instruments appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a) and (b) of the Act shall not apply to the Company.</p> <p>(2) Where a member appoints more than one (1) proxy the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy Provided that in the case of a vote on any question by a show of hands only one (1) of the proxies so appointed shall be entitled to vote. The instrument appointing a proxy shall be deemed to confer authority to demand or join demanding a poll.</p> <p>(3) There shall be no restriction as to the qualification of the proxy.</p> | Instrument of proxy |

Instrument of proxy 89 (4) A proxy appointed to attend and vote at a meeting shall have the same right as the Member to speak at the meeting.
 (5) Where a member of the Company is an authorized nominee as defined under the Depositories Act, it may appoint at least one proxy in respect of each securities account holds with ordinary shares of the Company standing to the credit of the said securities account.
 (6) Where a member of the Company is an exempt authorized nominee as defined under the Depositories Act which is exempted from compliance with the provisions of the subsection 25A(1) which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds..

Form of Proxy 90 The instrument appointing a proxy shall be in the following form or in such other form as the Exchange may approve or in any particular case may accept:

KOBAY TECHNOLOGY BHD.
 (Company No: 308279-A)
 (Incorporated in Malaysia)

* I/We _____, NRIC/Passport/Company No.: _____, of _____ being a member/members of the above-named Company, hereby appoint _____, NRIC/Passport/Company No.: _____, of _____ or failing him, _____, NRIC/Passport/Company No.: _____, 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 _____ at _____ am/pm, and at any adjournment thereof.

Signed this _____.

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.]

An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

Deposit of proxy 91 The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notary certified or office copy of such power or authority, shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Proxy irrevocable unless notice received by the Company 92 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 of proxy, or the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which instrument is used.

DIRECTORS

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| 93 | <p>(1) The first Directors of the Company shall be Haslina Binti Mohd Fesal Arbee and Suzlita Binti Nasron</p> <p>(2) Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than ten (10) 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.</p> | First Director of the Company |
| 94 | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for the Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. | Number of Directors |
| 95 | <p>(1) Subject always to Article 139 at the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.</p> <p>(2) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.</p> | Rotation and retirement of Directors |
| 96 | A retiring Director shall be eligible for re-election but save as aforesaid no person, not being a retiring director, shall be eligible for election to the office of director at any general meeting unless a member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors (after reviewed by the Nomination Committee) for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidate for election to the board of directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place. | Notice of nomination of Director |
| 97 | The Company at the meeting of which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected. | When the retiring Director deemed re-elected |
| 98 | At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. | No appointment of Directors by single resolution |
| 99 | The Company may from time to time by ordinary resolution passed at general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. | Number may be increased or decreased |

Alternate Director	100	<p>(1) Subject to the Act and Listing Requirements, a Director may appoint a person approved by a majority of his co-Directors to act as his alternate Provided That any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointer is not present. Any appointment so made may be revoked at any time by the appointer or by a majority of the Directors (excluding the director who appointed the alternate), and any appointment or revocation under this Article shall be affected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointer for any reason ceases to be a Director.</p> <p>(2) If any Director retires by rotation and is re-elected by the meeting or is, pursuant to these Articles, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointer's retirement shall continue to operate after such re-election as if the appointer had not so retired.</p>
Removal of Directors	101	<p>The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of these Articles or any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.</p>
Appointment by the Board of Directors	102	<p>The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.</p>
Remuneration of Directors	103	<p>The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that-</p> <p>(a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;</p> <p>(b) salaries and other emoluments payable to executive Directors may not include a commission on or percentage of turnover and need not be determined by the Company in general meeting;</p> <p>(c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and</p> <p>(d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.</p>
Reimbursement and special remuneration	104	<p>(1) The Directors shall be entitled to be reimbursed for all traveling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.</p>

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| 104(2) | If by arrangement with the Director, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. | Reimbursement and special remuneration |
| 105 | The office of Director shall, ipso facto, be vacated during his term of office if the Director- | Vacation of office of Directors |
| | (a) upon his attainment of the age of seventy (70) years, unless it has been previously approved by resolution passed by a majority of not less than three-fourths (3/4) of such members of the Company entitled to vote in a general meeting of the Company; or | |
| | (b) if he ceases to be a Director by virtue of the Act; or | |
| | (c) if he resigns his office by notices in writing under his hand sent to or left at the Office; or | |
| | (d) if he shall have absented himself (such absence not being absence with leave or by arrangement with the Directors) from meetings of the Directors for six (6) months in succession and his alternate Director (if any) shall not during such period have attended in his stead; or | |
| | (e) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given; or | |
| | (f) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder; or | |
| | (g) if he has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors with his creditors generally; or | |
| | (h) if he becomes prohibited from being a Director by reason of any order made under the provisions of the Act or contravenes Section 130 of the Act; or | |
| | (i) is absent from more than fifty per cent (50%) of a total board of directors meetings held during a financial year, save and except where the Exchange has granted a waiver to the Director from compliance with this requirement. For the purpose of this Article, if a Director is appointed after the commencement of a financial year, then only the Board of Directors' meeting held after his appointment will be taken into account; or | |
| | (j) is convicted of any offence (whether in Malaysia or elsewhere) in relation to the offences under the Act or the securities law as defined in the Listing Requirements; or | |
| | (k) dies. | |

POWERS AND DUTIES OF DIRECTORS

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| 106 | The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles, as may be prescribed by the Company in general meeting, but no resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made. | Power and Duties of Directors |
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Approval of the Company required	107	<p>Subject to the Act, the Directors shall not without the prior approval of the Company in general meeting-</p> <p>(a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company, as defined in the Act; or</p> <p>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or</p> <p>(c) enter into the arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of a requisite value as defined in the Act.</p>
Directors' borrowing power	108	<p>(1) The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sum by, mortgage or charge upon all or any part of the undertakings, property or assets of the Company or the subsidiaries including its uncalled capital for the time being, or by issue bonds, notes, debentures, debenture stock and other securities at par, or at discount or premium or otherwise as they may think fit.</p>
Duty to keep register of charges		<p>(2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.</p> <p>(3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.</p>
Establishment and maintenance of any pension, superannuation fund or life assurance schemes for the benefit of the employees of the Company	109	<p>The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any associated company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in general meeting. In this Article the expression "the associated company" shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.</p>
Director's power to appoint attorney of the Company	110	<p>The Directors may from time to time, and at any time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such</p>

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| 110 | provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit and may also authorise any such attorney to delegate all or any of the powers vested in him. | Director's power to appoint attorney of the Company |
| 111 | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine. | Cheques, bills etc. |
| 112 | A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract, arrangement or transaction entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract, proposed contract, arrangement or transaction by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 131 and 135 and all other relevant provisions of the Act and these Articles are complied with. | Right to hold other office under the Company |
| 113 | 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. | Right to payment for professional services |
| 114 | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or for any other person or cause detriment to the Company. | As to the duty and liability of the Director |
| 115 | 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. | General duty to make disclosure |

MINUTES AND REGISTERS

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| 116 | The Directors shall cause minutes to be duly entered in books provided for the purpose- | Minutes |
| | (a) of all appointments of officers; | |
| | (b) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting; | |
| | (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and all Committees of Directors; and | |
| | (d) of all orders made by the Directors and any Committee of Directors. | |

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

Register of Directors, Managers and Secretaries	117	The Company shall in accordance with the provisions of Section 141 of the Act, keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by and shall from time to time notify the Companies Commission of Malaysia of any change in such Register and of the date of such change in manner prescribed by that section.
Minute books in registered office	118	The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office, and shall be open to the inspection of any member without charge.
Register of shareholders and particulars of Directors' shareholding	119	<p>The Company shall also keep at the Office, a register which shall be open to the inspection of any member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular:</p> <p>(a) a register of substantial shareholders and of information received in pursuance of the requirements under Section 69L (1) and 69L (2) of the Act;</p> <p>(b) a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act; and</p> <p>(c) a register of the particulars of each of the charges created by the Company as required under Section 111 of the Act.</p>

PROCEEDINGS OF DIRECTORS

Directors' meeting	120	<p>(a) The Directors may meet together for the dispatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit.</p> <p>(b) Each Director may participate in a meeting of the Board or any committee of the Board by video conference, telephone conference, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.</p> <p>(c) Participation by a Director in a meeting by video conference, telephone conference, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meetings is to be held. For the avoidance of doubt, such a meeting shall be deemed held at the place where the Chairman of the meeting is at the start of the meeting.</p> <p>(d) A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting held by way of video conference, telephone conference, electronic or such other communication facilities unless he has obtained the expressed consent of the Chairman to leave the said meeting.</p> <p>(e) Minutes of the proceedings at a meeting by video conference, telephone conference, electronic or such other communication facilities are sufficient evidence if certified by the Chairman of the meeting and counter-certified by the Secretary, provided that all such minutes shall be tabled at the next physical meeting of the Directors for approval.</p> <p>(f) A Director may waive notice of any meeting or request that the notice of meeting be transmitted to him by such electronic means as may be deemed expediting.</p>
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121	Unless otherwise determined by the Directors from time to time, seven (7) days notice of all Directors' meeting shall be given to all Directors and their Alternate Directors, who have registered address in Malaysia, except in the case of emergency, reasonable notice shall be deemed sufficient, provided always it shall not be necessary to give any Director or Alternate Director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. The notice of each Directors' meeting shall be deemed to be served in the case of a Director having an address for service anywhere in Malaysia, two (2) days following that on which a properly stamped letter containing the notice is posted anywhere in Malaysia.	Notice of meeting
122	The quorum necessary for the transaction of the business of the Directors shall be two (2).	Quorum
123	A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only two (2) Directors form quorum and where only two (2) Directors are competent to vote on the question at issue.	Proceeding of meeting
124	The continuing Directors or sole continuing Director 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 Director or Directors 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 purposes except in an emergency.	Number reduced below quorum
125	A director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.	Power to convene meetings
126	The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors and/or any committee of the Board but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors and/or the committee members present shall choose one (1) of their number to act as Chairman of such meeting.	Chairman and Deputy Chairman
127	A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.	Director who is also an Alternate Director
128	Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in any contract, proposed contract, arrangement or transaction with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interest might be created in conflict with his duty or interest as a Director of the Company.	Disclosure of interest in contracts, property, office etc.
129	No Director shall vote in respect of any contract, proposed contract, arrangement or transaction in which he has directly or indirectly a personal interest, and if he should do so his vote shall not be counted.	Directors refrained from voting in interested transactions

Director appointed at a meeting to hold other office to be counted in the quorum	130	A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place or profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract, proposed contract, arrangement or transaction in which he is any way interested provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles
Director may vote on the giving of security or indemnity where he is interested	131	A Director may vote in respect of- <ul style="list-style-type: none"> (a) 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 (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company 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.
Director may become directors or other officers of any corporation promoted by the Company	132	A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

COMMITTEES OF DIRECTORS

Directors may establish committees etc.	133	The Directors may establish any committees, local boards or agencies, comprising of one (1) or more persons, for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons to be members of any such committee or local board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorize the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.
Meetings of the committee	134	The meetings and proceedings of any such committee shall be determined by the Directors.

VALIDATION OF ACTS OF DIRECTORS

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| 135 | All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director, local board or agency shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local board or agency as aforesaid and had been entitled to vote. | Validity of the acts of Directors or committee |
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CIRCULAR RESOLUTIONS

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| 136 | A resolution in writing signed or approved by letter, telegram, telex, facsimile or other forms of electronic communications by the three-fourths (3/4) of all the Directors for the time being 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 shall 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. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates. | Circular resolution |
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MANAGING DIRECTORS AND DEPUTY MANAGING DIRECTORS

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| 137 | (1) The Directors may from time to time appoint any one or more of their body to be-
(a) Managing Director; and/or
(b) Deputy Managing Director | Directors may appoint Managing Director and Deputy Managing Director |
| | (2) Any such appointment shall be for such period and upon such terms and conditions as they think fit, and may vest in such Managing Director and/or Deputy Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The Managing Director and the Deputy Managing Director shall be subject to the control of the Board of Directors. | Term of appointment |
| 138 | The remuneration of the Managing Director and the Deputy Managing Director may subject to the terms of any agreement entered into in any particular case, be by way of salary but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. | Remuneration |
| 139 | The Managing Director and the Deputy Managing Director shall, while they continue to hold such offices be subject to retirement by rotation, and they shall be reckoned as Directors for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if they cease to hold the office of Director from any cause shall ipso facto and immediately cease to be Managing Director or Deputy Managing Director, as the case may be. | Managing Director and Deputy Managing Director shall be reckoned as Directors for purposes of rotation and retirement |

ASSOCIATE DIRECTORS

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

THE SECRETARY

- The Secretary 141 The Secretary 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 so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment. The Directors may from time to time by resolution appoint a joint secretary to exercise the functions of the Secretary.

SEAL

- The custody and the affixing of the Seal 142 The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
- The share seal 143 The Company may also have a share seal pursuant to Section 101 of the Act. The share seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures as defined in the Act, or other marketable security created or issued by the Company.

SEAL FOR USE ABROAD

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

RESERVES

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

DIVIDEND

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| 146 | The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. | Payment of dividends |
| 147 | Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other moneys payable on or in respect of any security bear interest against the Company and no dividend shall be paid in excess of the amount recommended by the Directors but in general meeting may declare a smaller dividend. | Dividends payable from profits only |
| 148 | Subject to the rights of persons (if any) entitled to securities with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the securities in respect whereof the dividends is paid, but no amount paid up on a security in advance of calls shall be treated for the purposes of this Article as paid up on the security. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the securities during any portion or portions of the period in respect of which the dividend is paid except that if any security is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such security shall rank for dividend accordingly. | Dividends in proportion to amounts paid up |
| 149 | The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those securities in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those securities which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any securities having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment. | Interim dividends |
| 150 | <p>(1) The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the securities of the Company by held by him.</p> <p>(2) The Director may retain any dividend or other moneys payable on or in respect of a security other than fully paid securities 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.</p> | <p>Debts may be deducted from dividends</p> <p>Power to retain dividends on which the Company has a lien</p> |
| 151 | Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits or bear the losses thereof, such profits or loses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid if any securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part thereof. | Asset, business or property bought by the Company be credited or debited to the revenue account of the Company |

Power to retain dividends in respect of transmission of shares	152	The Directors may retain the dividends payable upon securities in respect of which any person is under the provisions as to the transmission of securities hereinafter contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such securities or shall transfer the same.
Unclaimed dividends	153	All dividends unclaimed for one (1) year after having been declared may, subject to the Unclaimed Moneys Act 1965, be invested or otherwise made use of by the Directors for the benefit of the Company, until claimed or paid pursuant to the Unclaimed Moneys Act 1965.
Transfer not to affect right to dividend declared before registration	154	A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules.
Mode of payment of dividend	155	<p>(a) Any cash distributions as defined in Chapter 8 of the Listing Requirements payable to its securities holder may be paid by cheque, banker's draft, money order or warrant and sent through post directed to the registered address of the holder in the Record of Depositors or paid via electronic transfer of remittance to the bank account provided by the holder in the Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or to such person as the securities holder entitled to the security in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend shall bear interest against the Company.</p> <p>(b) The holder in the Record of Depositors shall pay the Company such administration charges for requesting to re-issue cheque or warrant or electronic transfer of remittance for any dividend, interest or other money payable either due to change in registered address, missing by way of transmission or has not cash out during the validity period governed by the Banking and Financial Institution Act, 1989 for cheque clearance.</p>
Power to distribute dividend on specie	156	Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

CAPITALIZATION OF PROFITS

Capitalisation of profits	157	The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any securities carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any securities held by such members respectively or paying up in full unissued securities or debentures of the Company to be
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- 157 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 order, 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 securities to be issued to members of the Company as fully paid bonus shares, to provide the consideration for the purchase of the shares of the Company and for such other purposes as the Directors may in their absolute discretion think conducive to the interests of the Company to the extent and in the manner so allowed by the Act and by these Articles. Capitalisation of profits
- 158 Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things and 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 capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised 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. Appropriation and allotment

ACCOUNTS

- 159 The directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to section 167 (4) of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors. Directors to keep proper accounts
- 160 The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports shall not exceed four (4) months or such other period as may be allowed by the Act and/or provisions in the Listing Requirements. Such documents may be in printed form or in compact disc read-only memory (CD-ROM) or digital video disc read-only memory (DVD-ROM) format or in any other format whatsoever (whether available now or in the future) through which data, image, information or other material may be viewed whether electronically or digitally. A copy of each such documents shall not less than twenty one (21) days (or such other shorter period as may be allowed by the Act or Listing Requirements) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. In the event that such documents is sent in CD-ROM, DVD-ROM format or other electronic media format, the Company shall send to a Member a printed form of such documents within four (4) market days (or such other period as may be prescribed by the Exchange) from the date of receipt of the member's request. Profit and loss accounts to be made-up and laid before the Company

AUDIT

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| Lists or particulars of securities or investments | 161 | Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with the reference to the same to any member. |
| Appointment of auditors | 162 | Auditors shall be appointed in accordance with Sections 8 and 9 of the Act and their duties regulated in accordance with Sections 172 to 175 of the Act. |
| Auditors entitled to attend general meeting | 163 | The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors. |

LANGUAGE

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

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| Appointed persons | 165 | Any Director or the Secretary or any person appointed by the Director for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents or accounts are kept elsewhere other than in the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. |
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NOTICES

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| Mode of service of notice | 166 | A notice or other document shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by post or by courier or facsimile or other electronic means addressed to such member or Director at his registered address as appearing in the Records of Depositors and the Register of Directors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him or by way of an advertisement made in at least one (1) Bahasa Malaysia or English daily newspaper circulating in Malaysia or any media form endorsed by the relevant authorities from time to time. |
| Deemed time of notice | 167 | A notice or other document if served by post or courier shall be deemed to be served in the case of a member or Director having an address for service in Malaysia twenty four (24) hours following that on which a properly stamped letter containing the same is posted within Malaysia or document was consigned to the courier company and in the case of a member or Director having an address for service outside Malaysia five (5) days following that on which the letter suitably stamped at airmail rates containing the same is posted within Malaysia Whereas for notice or other document delivered by hand or electronic means shall be deemed served at the time of delivery. Any notice required to be given by the Company to the Members and not expressly provided for by these Articles shall be sufficiently given by advertisement as mentioned in Article 166. |
| Service of notice by facsimile or telex | 168 | A notice or other document may also be served by the Company or the Secretary on any member or Director via facsimile or any electronic means (with confirmed answerback by post or by any other electrical form or electronic means) to such member or Director at the communication number or electronic means of address of such member or Director appearing in the Register of Directors or Record of Depositors or specified by such member or Director to the Company or the |

Secretary for the time being.

- 169 Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any security, shall be bound by every notice in respect of such security, which, previously to his name and address being entered in the Record of Depositors as the registered holder of such security, shall have been duly given to the person from whom he derives the title to such security provided always that a person entitled to a security in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the security, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested in the share. Person entitled to securities by transfer, transmission, etc. bound by notices
- 170 Subject always to the provisions of Article 169, any notice or document delivered or sent by post or by hand to the registered address appearing in the Record of Depositors or by facsimile or electronic means to communication number or electronic means of address specified by any member to the Company or the Secretary shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives. Notices by post to persons entitled in consequence of death
- 171 (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to- Persons entitled to notice of general meeting
- (a) every member.
- (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) the Exchange or any stock exchange where the Company's shares is listed
- (2) Save as otherwise provided in these Articles or in the Act, no other person shall be entitled to receive notice of general meetings.
- (3) Any notices on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.
- (4) The signature to any notice to be given by the Company may be written or printed.

WINDING UP

- 172 If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in specie or in kind the whole or any part of assets of the Company (whether they consist of property of the same kind or not) 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 securities whereon there is any liability. Distribution of specie

Distribution of assets 173 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 commencement of the winding-up, on the securities held by them respectively.

(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 the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the securities held by them respectively.

Commission or fee to liquidators 174 On a voluntary winding up or liquidation of the Company, no commission or fee shall be paid to a liquidator unless it has been approved by shareholders in general meeting. The amount of such commission or fee shall be notified to all shareholders at least seven (7) days before the meeting at which the commission or fee is to be considered.

SECRECY CLAUSE

Secrecy 175 Save as may be provided by the Act, no member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company’s trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY

Indemnity to the Directors, Managing Director, Secretary etc. 176 (a) Subject to the provisions of the Act, every Director, Managing Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty of trust applicable to his duties to the Company.

(b) No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy or insolvency of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own negligence, default, breach of duty, breach of trust or dishonesty of which he may be guilty in relation to the Company.

RECONSTRUCTION

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

ALTERATION OF ARTICLES

- 178 The Company shall not delete, amend or add to any of these Articles of which have been previously approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.
- Alteration of Articles
- 179 The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.
- Compliance with the requirements of the Exchange and the Central Depository

EFFECT OF LISTING REQUIREMENTS

- 180 (a) Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these articles are deemed to contain that provision.
- (e) If the Listing Requirements require these articles not to contain a provision and they contain such a provision, these articles are deemed not to contain that provision.
- (f) If any provision of these articles is or becomes inconsistent with Listing Requirements, these articles are deemed not to contain that provision to the extent of the inconsistency.
- Effect of Listing Requirements

We the several persons, whose names, addresses and occupation are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

Names, Addresses & Description of Subscribers

HASLINA BINTI MOHD FAISAL ARBEE
NRIC NO. 6966696
Lot 2457C, Batu 17
48050 Kuang
Selangor Darul Ehsan

Company Secretary Assistant

SUZLITA BINTI HASSAN
NRIC NO A3433908
Lot 871, Kg. Sg. Kayu Ara
Damansara Utara
47400 Petaling Jaya
Selangor Darul Ehsan

Clerk

Dated this 8th day of July, 1994.

Witness to the above signatures:-

LIM KOK SHEE
(Company Secretary)
24A, Jalan SS 21/35
47400 Petaling Jaya
Selangor Darul Ehsan

Lodged by:
MARUMAS SDN. BHD.
24A, Jalan SS 21/35
47400 Petaling Jaya
Selangor Darul Ehsan
Tel : 603-717 2228