

COMPANY LIMITED BY SHARES

CONSTITUTION

OF

SELANGOR DREDGING BERHAD

(Company No. 4624-U)

Registered on the 22nd March, 1962.

Revised August, 2012



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

Akta Syarikat 1965

013977

PERAKUAN PEMERBADANAN SYARIKAT AWAM

[Menurut Seksyen 11(2)(b)]

No. Syarikat

4624	U
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Ini adalah untuk memperakui bahawa

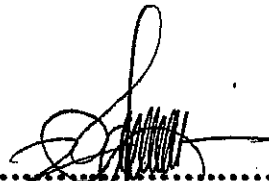
SELANGOR DREDGING LIMITED

yang telah diperbadankan pada **22** haribulan **Mac 1962**, di bawah Ordinance Syarikat Negeri-Negeri Tanah Melayu 1940-1946 sebelum Akta ini dikuatkuasakan adalah disifatkan sebagai telah mengubah namanya kepada :

SELANGOR DREDGING BERHAD

mulai dari **15hb. April 1966**, dan bahawa syarikat itu ialah sebuah syarikat berhad menurut syer.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur pada **03** haribulan **Mac 2005**.


.....
(**MOHD. ZAWAWI BIN AHMAD**)
Penolong Pendaftar Syarikat
Malaysia

No. 95/62.

FEDERATION OF MALAYA

CERTIFICATE OF INCORPORATION

OF

SELANGOR DREDGING LIMITED

(Under Section 15(1) of the Companies Ordinances, 1940 to 1946.)

I, S. SAMBASIVAM Ag. Deputy Registrar of Companies, hereby certify that "SELANGOR DREDGING LIMITED" is this day registered and incorporated under the Companies Ordinances and that the Company is limited.

Given under my hand this 22nd March, 1962.



S. SAMBASIVAM,
Acting Deputy Registrar of Companies,
Federation of Malaya.

BORANG 14A.

(Mahkamah 574)

ACT SHARIKAT, 1965

No. Sharikat

Sekshen 23 (5)

95/62.

**PERAKUAN PERBADANAN SHARIKAT
*SENDIRIAN/AWAM**

Ini ada-lah memperakui bahawa..... **SELANGOR DREDGING LIMITED**

yang telah di-perbadankan pada..... **22** ..haribulan..... **Mach** 19. **62**

di-bawah Ordinance² Sharikat Negeri² Tanah Melayu, 1940-1946/~~Ordinance Sabah
sebelum Act ini di kuatkuasakan
No. 18 tahun 1950/ Ordinance Sarawak No. 38 tahun 1956~~ ada-lah di-sifatkan

sa-bagai telah mengubahkan nama-nya kepada..... **SELANGOR DREDGING**

BERHAD

mulai dari 15hb April, 1966, dan bahawa sharikat itu ia-lah* **sebuah syarikat
berhad menurut syer.**

Di-buat di-bawah tandatangan dan meteri saya di-..... **Kuala Lumpur**

pada..... **3** ..haribulan..... **Oktober** 19. **72.**



(Signature)
Penolong Pendaftar Sharikat, Malaysia

* Masokkan sama ada Sharikat itu—

- (a) sa-buah sharikat berhad menurut sher;
- (b) sa-buah sharikat berhad menurut jaminan;
- (c) sa-buah sharikat berhad menurut sher dan jaminan;
- (d) sa-buah sharikat tidak berhad.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SELANGOR DREDGING BERHAD

(As amended by Special Resolution passed up to the 10th day of March 1999)

1. The name of the Company is "SELANGOR DREDGING BERHAD."
2. The Registered Office of the Company will be situated in Federation of Malaya.
3. The objects for which the Company is established are:
 - (1) To carry on the business of mining in the Federation of Malaya or in any part of the World, and to purchase, acquire, take on lease, sublease, work, explore, and develop lands to search for, prospect and examine and explore mines and lands supposed to contain tin-ore, tin, iron-ore, coal, zinc, gold and other minerals or precious stones, and to search for, prospect, work and obtain information in regard to any mines of any description in whatsoever districts and localities.
 - (2) To take on business of miners and prospects and to undertake all operations in connection therewith and to get, work, dredge, raise, win, make merchantable, use, sell, dispose of or deal in good, tin or any metals or minerals or other substances or products on, within or under any of the property of the Company and to grant prospecting, mining and other licences and rights and privileges for such purposes, and to carry on any metallurgical operations capable or being usefully or profitably carried on in connection with the business of the Company and to sell, dispose of and deal in such produce either in a manufactured state or otherwise or any materials or substances resulting from or to be obtained in the process of smelting, refining or manufacturing the same and either free from or in combination with other substances.
 - (3) To apply purchase or otherwise acquire and to sell, dispose or, and deal with mines and mining rights and property supposed to contain tin-ore and other minerals, oils or precious stones of all kinds and undertaking connected therewith and to work, exercise, develop and turn to account lands, mines and mining rights, and any undertakings connected therewith and to buy, sell, refine, manipulate, and deal in, smelt, and export ore, oils, precious stones, metals, and minerals of all kinds whatsoever.
 - (4) To prospect for, open, work, explore, develop and maintain tin, gold, silver, copper, lead, coal, iron and other mines mineral and other rights properties and work and to carry on and conduct the business of raising, crushing, washing, smelting, reducing and amalgamating ores, metals and minerals and to render the same merchantable and fit for use and to buy, sell, manufacture and deal in minerals, plant, timber, provisions and things.
 - (5) To acquire by purchase or otherwise lease or hire plant and machinery for purposes of mining and to sell, dispose of, exchange, and to deal in whatsoever land, machinery or plant connected with any of the above said businesses.

- (6) To carry on business as brick and tile makers, timber merchants, saw-mill proprietors, builders and contractors, importers and exporters, agents, and brokers or any other business or businesses whatsoever and wheresoever which may in the opinion of the Board of the Company be conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
- (7) 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 cardboard.
- (8) To buy, sell, manufacture and deal in minerals, plant machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations or required by workmen and others employed by the Company.
- (9) To carry on the business of assayers and analysts and for this purpose to purchase, take on lease, hire, acquire, build, construct, erect, equip, maintain, repair and adapt such buildings, structures, laboratories, tools, implements, appliances, utensils, contrivances, fitting and stores of all kinds as may be required for assaying, trying and testing gold, silver, lead, tin, copper, iron, zinc and other elements, alloys and metallurgical products of all kinds.
- (10) To carry on business of consultants and technical advisers in all kinds of engineering and mining projects and activities and to act and offer services as consultants and technical advisers in mineralogy, geology and metallurgy in all their branches.
- (11) To carry on the business of quarry-masters and quarry-managers and to win, get, work, shape, hew, carve, polish, crush, deal in, buy, sell, and prepare for the market granites, sandstones, limestones, marbles, slates and all kinds of stones used in construction, road building and the various manufacturing processes for which rock minerals are employed.
- (12) To acquire by purchase or otherwise for investment or re-sale and to traffic in landed, immovable or real property of all description and tenure, whether freehold, leasehold or howsoever, and any rights and interest therein and generally to deal in, traffic by way of sale, lease, sublease, exchange or otherwise with property of all description and kind whether real or personal, movable or immovable.
- (13) To apply for, acquire by purchase, lease, exchange or however and real or immovable property of any tenure and description and whether suitable for building, planting or mining, and to develop such land, building and hereditament and any interest, right over or connected with such property, and to turn the same to account in such mode and manner as may seem expedient so as to enhance the value of or render profitable any such property.
- (14) To apply for, accept and receive, surrender or renounce any title to land, grants for land, certificates of title, leases for land, mukim extracts, licences, concessions, permits and such other instruments, documents, rights, privileges, licences or permission and such renewals and copies thereof as may seem expedient.
- (15) To lease, sublease or sublet all or any of the property of the company, both real and personal, movable or immovable, and to cancel or accept surrender of any leases, sublease and other rights or privileges, and generally to deal in any of the property of the company as may be deemed expedient.

- (16) To carry on business as rubber and general merchants, exporters, and importers, general agents, brokers and to buy, sell, manipulate, and deal (both wholesale and retail) in commodities of all kinds which can conveniently be dealt 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 and to carry on any other business, whether manufacturing or otherwise, capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.
- (17) To carry on the business of sellers and dealers of and in rubber, jelutong, coconuts, tea, coffee, gutta percha and gums of every description, latex bearing trees, oil palms, tobacco, sugar, cocoa, spices, rice, fruit, pepper, cinchona, copra, and other artificial manure and agricultural and natural products of any kind and to manufacture, dispose or buy, sell and deal in products of the same.
- (18) To (whether on account of the Company or not) buy, sell and deal in rubber, jelutong, coconuts, tea, coffee, tobacco, sugar cocoa, cinchona, rice, cereals, cotton, oil, flax, grain, coconut, fibre, copra, pepper, guano, and seed and food or other requisites for labourers and others, employed by the Company and any goods, produce, wares, merchandise articles and things of any kind whatsoever and generally to carry on the business of dealers in produce.
- (19) To carry on the business of planters, cultivators, sellers and dealers of and in rubber, tea, coffee, gutta percha, jelutong and gums of every description, latex bearing trees, coconuts, tobacco, sugar, cocoa, spices, rice, fruit, pepper, cinchona, silk, cotton, flax, grain, copra, guano and bone and other artificial manure and agricultural and natural products of any kind and to manufacture, dispose of, buy, sell and deal in products of the same.
- (20) To cultivate, grow, cure, treat, submit to any process, prepare for market (whether on account of the Company or not) manufacture, buy, sell and deal in rubber, tea, coffee, tobacco, coconuts, sugar, cocoa, spices, cinchona, rice, cereals, cotton, flax, grain, coconut fiber, fruit, copra, silk, pepper, jelutong guano, and bone or other artificial manure, and agricultural and other products of all sorts and seed and food other requisites for labourers and others employed by the Company and any goods, produce, wares, merchandise, articles and things of any kind whatsoever and generally to carry on the business of planters and growers of and dealers in produce of every kind.
- (21) To purchase or otherwise acquire and to sell, dispose of, and deal with mines and mining rights and property supposed to contain minerals, oils or precious stones of all kinds, and undertakings connected therewith, and to work, exercise, develop and turn to account mines and mining rights, and any undertakings connected therewith and to buy, sell, refine, manipulate, and deal in oils, precious stones, metals, ores and minerals of all kinds.
- (22) To carry on business as bankers, capitalists, financiers, concessionaries, miners and merchants 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 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.

- (23) To purchase, take on lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture any manufacturers, building, offices, mills, machinery, engines, plant, tools, implements, carts, vehicles, rolling stock, ships, boats, live and dead stock, stores, appliances, effects and other works, things and property of any kind.
- (24) To sell, let, lease, exchange, part with, transfer, deliver, charge, mortgage, hold, use, cultivate, work, manage, improve, carry on, develop, and turn to account or otherwise howsoever dispose of or deal with the undertaking lands and movable and immovable estate and property and assets and rights of any kind of the Company or any part or parts thereof.
- (25) To purchase or otherwise acquire or undertake all or any part of the business, property, goodwill and liabilities of any persons or person, firm, syndicate or company carrying on any business, which this Company is authorised to carry on or enter into, or possess of property suitable for the purposes of or that may be conducive to the interest of this Company.
- (26) To promote or form or assist in the promotion or formation of any company or companies subsidiary to this Company or otherwise in any part of the World, either for the purpose of acquiring, working or otherwise dealing with all or any of the properties, rights, options and liabilities of the Company or any properties, rights or options in which this Company is or may be interested or for the purpose of establishing any business or undertaking, the establishment of which may seem profitable to this Company, or likely or advance its interest or for any other purpose which may seem directly or indirectly calculated to benefit this Company, with power to assist such company or companies by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof or by taking, guaranteeing, underwriting, placing or subscribing for shares (Preferred, Ordinary or Deferred) there in or by lending money thereto upon debentures or otherwise and further to pay out of the funds of this Company all expenses of and incidental to the formation, registration, advertising and establishing of this or any other Company and also all other expenses incidental thereto and to the meetings of and the carrying on the business of this or any other Company.
- (27) To amalgamate with, enter into partnership or into agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares in any such Company.
- (28) To sell or dispose of all or part of the undertaking, lands, property, assets and rights of the Company for such consideration as the Company may think fit and in particular for shares or the right to subscribe for shares whether fully or partly paid or for debentures or other obligations of any other Company.
- (29) To apply for, invest in and upon, subscribe for, purchase, or otherwise acquire or obtain options over either conditionally or otherwise, lands, stocks, shares, investments or securities of all classes and descriptions, and whether or not fully paid up, and the same to hold, sell, exchange or otherwise dispose of, deal with, turn to account, give options over and reacquire from time to time as may seem expedient.

- (30) To borrow or raise or secure the payment of money in such manner as may be thought fit and in particular but without limiting the generality of the foregoing power by the issue at or under par, or at a premium, of mortgages, debentures, or debenture stock perpetual or otherwise with or without a trust deed, charged upon all or any of the Company's property, assets and undertaking present and future, including uncalled capital and to purchase, redeem or pay off any such securities.
- (31) To distribute amongst the members in species by way of dividend or bonus or upon a return of capital, any shares belonging to, or any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (32) To pay for lands and real personal movable and immovable estate or property acquired or to be acquired by the Company or for any services rendered to, or work done for this Company, or any company or undertaking in which this Company is interested, by any Company or by any person or persons whether servants, employees or members of this Company or not, or to satisfy any liability of this Company, or of any other company or undertaking in which this Company is interested either in cash or in shares of this company or in shares of any other company which belong to this company with or without any right to subscribe for additional shares, or by means of any debentures, debenture stock, or other securities which the Company has power to create or issue, or which this Company possesses in any other company or companies or partly in one mode and partly in another, or otherwise, provided always that nothing shall be done which shall amount to a reduction of capital of the Company except with the sanction (if any) for the time being required by law.
- (33) To enter into any agreements, with any Governments, Chiefs, Rulers or Authorities or Municipal or Local Authorities or otherwise, that may seem conducive to the interests of the Company and to obtain from any such Governments, Chiefs, Rulers and Authorities any rights, privileges, and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions, and to oppose the grant to any other person or company of similar rights, concessions and privileges.
- (34) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (35) To receive money and securities on deposit and to lend money to any persons, associations or companies with or without charging interest and on terms either with or without security as may seem expedient and to guarantee the payment of money and the performances of contracts.
- (36) To draw, accept, endorse, execute and negotiate bills of exchange, promissory notes, bills of lading and other negotiable instruments.
- (37) To establish agencies and appoint agents or attorneys in any part of the world for carrying on, or developing any of the business of the Company and for doing matter or thing which the Company is capable of doing.
- (38) To procure the company to be registered or recognised in any part of the world and to do all or any of the matters and things aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, contractors or otherwise, and either alone, or in conjunction with others.

- (39) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and to remunerate any parties, persons, firms or Companies for services rendered, or in placing or assisting to place, or guaranteeing the placing of any of the shares in the Company's Capital or any debentures, debenture stocks, or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
To remunerate any person or persons, firm or Company for services rendered or to be rendered to this Company, out of or in proportion to the returns and profits of the Company.
- (40) To do such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company.

And it is hereby declared that the word "Company" in this Clause and the sub-clauses hereof when not applied to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the Federation of Malaya or elsewhere, and whether existing or hereafter to be formed.

And the intention is that the objects in each of the paragraphs or sub-clauses of this clause shall unless and in so far as otherwise therein provided be regarded as independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or sub-clause, or by reference to or inference from the name of the Company.

- 4 The liability of the Members is limited.
- 5 The Capital of the Company is RM300,000,000 (Ringgit Three Hundred Million only) divided into 600,000,000 shares of 50 sen each (Six Hundred Million Shares of Fifty sen each). The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increase capital, as Ordinary, Preferred or Deferred shares and to attach any class or classes of such shares any preferences, rights, privileges or conditions or to subject the same to any restrictions or limitations, PROVIDED always that if and whenever the capital of the Company is divided into shares of different classes, the rights and privileges of any such class shall not be modified or varied except in the manner following, namely:- any such modification or variation maybe effected when sanctioned by an extraordinary resolution of the holders of the shares of such class, passed at a separate meeting of such holders at which there shall be present in person or represented by proxy the holders of not less than two-thirds of the issued shares of such class.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>TEH KIEN TOH 5, High Street Kuala Lumpur</p> <p>Miner</p>	(One)
<p>CHAN KEONG HON 138, Ampang Road Kuala Lumpur</p> <p>Miner</p>	(One)

Dated this 17th day of March, 1962

Witness to the above signatures:-

TUNG KAH LEONG
Company Secretary
45, Cross Street (2nd Floor)
Kuala Lumpur

MALAYSIA

(PUBLIC COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

SELANGOR DREDGING BERHAD

(COMPANY NO. 4624-U)

(As amended by Special Resolution passed up to the 30th day of August 2012)

"TABLE A" EXCLUDED

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

INTERPRETATION

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

DEFINITIONS

WORDS	MEANINGS
"the Act"	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.
"Articles or these Articles or these presents"	These Articles of Association as originally framed or adopted or as altered from time to time by special resolution.
"Auditors"	The auditors of the Company for the time being.
"Depository"	Bursa Malaysia Depository Sdn. Bhd.
"Central Depositories Act"	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.

WORDS	MEANINGS
"the Company"	SELANGOR DREDGING BERHAD.
"Depositor"	A holder of a Depository securities account.
"Deposited Security"	shall have the meaning given in section 2 of the Securities Industry (Central Depositories) Act 1991.
"Directors"	The Directors for the time being of the Company.
"Exempt Authorised Nominee"	an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA
"Exchange"	Bursa Malaysia Securities Berhad.
"Listing Requirements"	The Listing Requirements of the Exchange including any amendment to the Listing requirements that may be made from time to time.
"Market Day"	Any day on which there is official trading on the Exchange.
"Member"	Every natural person or corporation who is a registered shareholder of the Company in compliance with these Articles including Depositors whose names appear on the Record of Depositors but shall exclude the Depository or its nominee company in whose name the Deposited Securities are registered.
"Month"	Calendar Month.
"Office"	The registered office for the time being of the Company.
"Record of Depositors"	A record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24 of the Rules.
"Registrar"	Any person appointed to perform the duties of the Registrar of the Company for the time being.
"Register"	The Register of Members to be kept pursuant to the Act.
"Ringgit" and "RM"	The lawful currency of Malaysia.
"Rules"	shall have the meaning given in section 2 of the Securities Industry (Central Depositories) Act 1991.
"Seal"	Securities Industry (Central Depositories) Act 1991 The common seal of the Company and, as appropriate, any official or duplicate common seal kept by the Company by virtue of Section 101 of the Companies Act 1965.
"Secretary"	Shall include Assistant Secretary or Deputy Secretary and any person appointed to perform the duties of the Secretary by the Board of the Company for the time being.

WORDS	MEANINGS
"Securities Account"	An account established by the Depository for a depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the depositor.
"Security"	Debenture, note, stock or share
"Special Resolutions"	The meaning assigned thereto by the Act.
"SICDA"	Securities Industry (Central Depositories) Act 1991
"Year"	Calendar Year.

Expressions referring to writing shall include printing, typewriting and lithography or wholly expressed in any other mode or modes representing or reproducing words in a visible form, or partly one and partly another.

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

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

Words importing person shall include corporations and companies.

Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which these Articles become binding on the Company.

The headings are inserted for convenience and shall not affect the construction of these Articles. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof.

Where pursuant to the Depository Act, the Exchange prescribes any of the securities of the Company as prescribed securities the Company shall comply with the Depository Act and the Rules whenever and wherever applicable.

Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.

Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.

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).

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.

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.

If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorised capital of the Company at the date of the adoption of these Articles is Ringgit Malaysia Three Hundred Million (RM300,000,000.00) divided into ordinary Shares of Sen Fifty (RM0.50) each. Share Capital
4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles, and the Act and the Central Depositories Act, the Rules and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:- Allotment of Shares
- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
- (b) the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than one hundred per centum (100%) of the nominal amount of the share;
- (c) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members of the Company in general meeting;
- (d) every issue of shares or options to employees of the Company shall be approved by the Members in general meeting and no Director shall participate in such issues of shares or options to employees unless the Members in general meeting have approved of the specific allotment to be made to such Directors.
- Provided Always that a non-executive Director may participate in an issue of shares or options pursuant to a public offer or public issue.
- 4A. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof. Purchase own shares
5. Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets, and attending meetings of the Company. Preference shareholders shall also have the right to vote in each of the following circumstances: Rights of Preference Share holders
- (a) when the dividend or part of the dividend on the share is in arrears for more than six (6) months;
- (b) on a proposal to reduce the Company's share capital;

- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects rights attached to the share;
- (e) on a proposal to wind up the Company; and
- (f) during the winding up of the Company.

Repayment of
Preference
capital

6. Notwithstanding Article 8 hereof the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (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.

Power to issue
preference shares

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

Modifications to class
rights

8. Whenever the capital of the Company is divided into different classes of shares or groups the special rights attached to any class or group may subject to the provisions of these Articles (unless otherwise provided by the terms of issue of the shares of the class), either with the consent in writing of the holders of three-quarters (3/4) of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, and such writing or resolution shall be binding upon all the holders of shares of the class. To every such separate general meeting all the provisions of these Articles relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) in nominal amount of the issued shares of the class or group (but so that if an adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), that any holder of shares in the class present in person or by proxy may demand a poll and that the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively.

Ranking of class rights

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

Commission on
subscription of shares

10. The Company may exercise the powers of paying commissions conferred by the Act to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company Provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be) and that the requirements of the Act shall

be observed. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

11. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. Interest on share capital during construction
12. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of share or (except only as by these Articles or by law or by the Rules otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Trust not to be recognised
13. No part of the funds of the Company or any subsidiary thereof shall be employed by the Directors in the purchase of or lent on the security of the shares of the Company. Funds not to be employed by Directors

CONVERSION OF SHARES INTO STOCK

14. The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination. Conversion to be at general meeting
15. The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose. Transfer of Stock
16. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not, if existing in shares, have conferred that right, privilege or advantage. Participation of stock holders
17. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder". Definition

CERTIFICATE

18. Subject to the provisions of the Act, the Central Depositories Act and the Rules, every person whose name is entered in the register of members shall be entitled to receive within ten (10) Market Days after allotment up to a maximum of fifteen (15) share certificates in reasonable denominations for all his shares without charge, or within ten (10) Market Days after the day of lodgement of transfer, one (1) certificate for his shares upon payment of Ringgit Malaysia Three (RM3.00) or such other sum as may be permitted by the Exchange for each certificate. Where a Certificate

Member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge. Every certificate shall be issued under the Seal and bear the signatures or the autographic signatures of one Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature as may be approved by the Directors. In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate thereof and delivery of a certificate to any one of such persons shall be sufficient delivery to all.

- New certificate may be issued
19. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member company of the Exchange or on behalf of its/their client/s as the Directors of the Company shall require, and (in case of defacement or wearing out) upon delivery of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) per certificate or such other sum as may from time to time be permitted by the Exchange or as the Directors may from time to time determine. In the case of destruction, loss or theft of a share certificate a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

LIEN

- Company's lien on shares and dividends
20. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called and instalments upon such share in respect of which such money is due and unpaid, 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 and such lien shall extend to all dividends from time to time declared in respect of such share. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- Lien may be enforced by sale of shares
21. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
- Directors may effect transfer
22. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. Subject to the provisions of the Central Depositories Act and the Rules, the purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- Application of proceeds of sale
23. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and 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.

CALL ON SHARES

24. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the Members in respect of any money unpaid on their shares as they think fit (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. Directors may make calls
25. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until his name shall have been entered in the Register of Members or the Record of Depositors and he shall have paid all calls for the time being due and payable on every share by him together with interest and expenses (if any). PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles. When call deemed made
26. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part. Interest on unpaid calls
27. Any sum which by the terms of issue of a share is payable on allotment on a fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue of the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses forfeiture and the like, and all the relevant provisions of these Articles shall apply as if the sum had become payable by virtue of a call duly made and notified. Sum payable on allotment
28. The Directors may, from time to time, make arrangements on the issue of shares to differentiate between the holders of such shares in the amount of calls to be paid and in the times of payment of such calls. Difference in calls
29. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid. Calls may be paid in advance

TRANSFER OF SHARES

30. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Depository in accordance with the rules of the Depository and, notwithstanding sections 103 and 104 of the Act, but subject to Transfer of securities

subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.

TRANSMISSION OF SHARES

- Death of Member 31. In the case of the death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company as having any title to his interest in the shares.
- Share of deceased or bankrupt member 32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Depository shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Provided Always that subject to Article 30 and to the Act, the Depository Act and Listing Requirements, a transfer of shares may be carried out by the person becoming so entitled by the execution of the prescribed transfer form and lodgement of the documents required thereby.
- Notice of election 33. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Depository a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the shares. All the limitations, restrictions and provisions of the Rules relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.
- Person entitled or may receive dividends 34. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall be entitled to receive, and may give a good discharge for, any dividends or other moneys payable in respect of the share, and to the same rights (whether in relation to meetings of the Company or to voting or otherwise).
- Transmission of securities to the register of holders maintained in Malaysia 35. Where:
- (a) the securities of a company are listed on another stock exchange; and
 - (b) such company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

FORFEITURE OF SHARES

- Notice requiring payment 36. If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest from the day payment is due to the time of actual payment at such rate

which shall not exceed ten per centum (10%) per annum as determined by the Directors Provided That the Directors shall be at liberty to waive payment of such interest in part or wholly which may be accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

37. The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment 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 was made will be liable to be forfeited. Particulars to be set out in notice
38. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Forfeiture
39. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. Directors may cancel forfeiture
40. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of ten per cent (10%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receive payment in full of all such money in respect of the shares. Liability of Members in respect of forfeited shares
41. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of forfeiture
42. 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 transmission, 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 of Members or the Record of Depositors, as appropriate, opposite to the share. No forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice of forfeiture
43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interests in and claims and demands against the Company in respect of the share and all other rights and liability incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as by the Act given or imposed in the case of past Members. Extinction of all interests

- Procedure for shares forfeited 44. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. Any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls and accrued interest and expenses shall be paid to the person entitled to the shares immediately before the forfeiture thereof or his executors, administrators, or assignees or as he directs.
- Non-payment 45. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the term of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

INCREASE OF CAPITAL

- Power to increase capital 46. 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, such new capital to be of such amount and to be divided into shares of such rights to or be subject to such conditions or restriction in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs, and if no direction be given, as the Directors shall determine and in particular, but without prejudice to the rights attached to any preference shares that may have been issued, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.
- Issue of new shares to members 47. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of the general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this article.
- Waiver of convening extraordinary general meeting 48. Notwithstanding the preceding Article, but subject always to the Act, the Company may apply to the Exchange upon which the Company is listed for waiver of convening extraordinary general meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where 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 the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued share capital of the Company.
- New shares to rank with original shares 49. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with

reference to the payment of calls, lien, transfer, transaction, forfeiture and otherwise as the original share capital and shall also be subject to the Rules.

ALTERATION OF CAPITAL

50. The Company may by ordinary resolution:- Power to alter capital
- (a) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (b) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the other or any other of such shares; and
 - (c) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken, agreed to be taken by any persons or shares which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.
51. The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and any consents required by law. Power to reduce capital

GENERAL MEETINGS

52. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings. All general meetings shall be held at such time and place as the Directors shall determine. Every notice of an Annual General Meeting shall specify the meeting as such and the business to be carried on at an Annual General Meeting shall include the appointment of the auditors of the Company, the fixing of the auditors' remuneration, the declaration of dividend, the consideration of the Company's accounts, balance sheets, and the report of the Directors and auditors and the election of Directors in the place of those retiring. Every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. General Meeting
53. The Directors may whenever they so decide by resolution convene an Extraordinary General Meeting of the Company. In addition Extraordinary General Meetings shall be convened on the requisition of the Members of the Company in accordance with the Act, or if the Company makes default in convening a meeting so requisitioned, a meeting may be convened by the requisitionists themselves in the manner provided in the Act. Extraordinary general meeting
54. Subject to Article 55 and to the provisions of the Act relating to convening meetings to pass special resolutions, every notice convening meetings shall specify the place, the day and the hour of the meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of meeting called to consider special business shall also specify the general nature of such business and be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notice of general meetings from the Company. At least fourteen (14) days notice or twenty one (21) days notice where any special resolution is proposed or Notice of meeting

where it is the annual general meeting, of every such meeting shall be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed such that notice of all meetings shall be given to such stock exchange and advertised in the press at the same time as shareholders are notified.

- Record of Depositors 55. The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.
- (a) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at a date not less than three (3) Market Days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).
- (b) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).”
- Business at meetings 56. Subject always to the provisions of the Act no business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting other than business of which notice has been given aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of Directors and the fixing of the Directors' remunerations and the appointments and fixing of the remuneration of the Auditors.
- Entitlement to appoint proxy 57. 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 subject to Article 76 to appoint one (1) or more proxies to attend and vote instead of him. There shall be no restriction as to the qualification of the proxy and that a proxy need not also be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- Resolution in writing signed by all members 58. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meeting (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
- Omission to give notice 59. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

PROCEEDINGS AT GENERAL MEETING

- No business unless quorum 60. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of these Articles "Member" includes a person attending as a proxy or representing a corporation which is a Member.
- Adjournment 61. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such

other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the Members present shall be a quorum.

62. The Chairman (if any) of the Board of Directors or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting. If there is no such chairman or deputy chairman, or if at any meeting neither the Chairman nor a deputy chairman is present within ten (10) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the Members present and entitled to vote on a poll shall elect one of their number to be chairman. The election of the Chairman shall be by a show of hands. Chairman
63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place but no business shall be transacted at an 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. The Exchange shall be duly informed of every adjournment and the reasons for each adjournment. Adjournment with consent of meeting
64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:- Evidence of passing of resolutions
- (a) by the Chairman;
 - (b) by at least two (2) Members present in person or by proxy;
 - (c) by any Member or Members present in person or proxy and representing not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
 - (d) by a Member or Members holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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

65. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment (not being more than thirty (30) days from the date of the meeting) at such place or time as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairman or on a question of adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may, in addition to the powers of adjourning meetings contained in these Articles, adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll. How a poll is to be taken

- Equality of votes 66. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- Voting 67. Subject to Article 55 and to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney on any question and on a show of hands every person who is a Member personally present and entitled to vote or representative or proxy of a Member or shall have one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.
- Entitlement to vote only when all calls have been paid 68. Subject to Article 55, a registered holder of ordinary shares shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. No Member shall be entitled to vote on any question upon a poll in respect of any of the shares of such Member on which any calls shall be due and presently payable to the Company.
- Shares of different monetary denominations 69. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable.
- Vote of Member of unsound mind 70. A Member who is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly as the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Articles to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he propose to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
- Member barred from voting while call unpaid 71. No Member shall be entitled to be present or to vote on any question either personally or otherwise as proxy or attorney at any general meeting or appoint a proxy or be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
- Qualification of voter 72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

73. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act in the General Meeting for the Member giving the proxy and a proxy shall be entitled to attend and vote on a show of hands or on a poll on any question at the Meeting and shall have the same rights the Member to speak at the Meeting.

Instrument appointing proxy to be in writing

A Member of the Company may appoint not more than two (2) proxies to attend at the same meeting. Where the Member of the Company appoints two (2) proxies, the appointment shall be invalid unless the Member specifies the proportion of his shareholding to be represented by each proxy.

74. (a) Where a member of the Company is an Authorised Nominee, 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.

Appointment of more than one proxy

(b) Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting.

75. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may from time to time approve:-

Form of proxy

PROXY FORM

No. of ordinary shares held

I/We
of
being a Member/Members of SELANGOR DREDGING BERHAD hereby appoint* the Chairman
of the meeting or
ofor
failing him
of.....
as *my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the (Annual or
Extraordinary as the case may be) General Meeting of the Company, to be held at
..... on theday of
and, at every adjournment thereof to vote as indicated below:

	For	Against
Resolution No.		

(Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion)

The Proportions of my holding to be represented by my *proxy/proxies are as follows:-

First named Proxy	%
Second named Proxy	%

	100%
	=====

In case of a vote taken by a show of hands, the First Proxy shall vote on *my/our behalf.

As witness my hand this _____ day of _____ 20_____

* Strike out whichever is not desired.

Instrument appointing proxy to be left at Company's office

76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of 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 for holding the meeting or adjourned meeting (or in the case of a poll before the time appointed for taking of the poll) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Validity of vote given under proxy

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

Corporate representative

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

DIRECTORS: APPOINTMENT, REMOVAL, ETC

Number of Directors

79. All the Directors of the Company shall be natural persons and until otherwise determined by general meeting the number of Directors (disregarding alternate directors) shall not be less than two (2) nor more than eleven (11). The first directors of the Company shall be Teh Wang Sang, Chan Kwong Hon, Chan Keong Hon, Teh Kien Toh and Dr. Cheng Lieh-Leng.

80. At the first Annual General Meeting of the Company all the Directors (except the Managing Director) shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to one-third shall retire from office and shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. Retirement of Directors
81. The Directors to retire in each year shall be those who have been longest in office since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. PROVIDED ALWAYS THAT all directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. Selection of Directors to retire
82. No person not being a retiring director shall be eligible for election to the office of director at any Annual General Meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, and the intention of such Member to propose him, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders or shares at least seven (7) days prior to the meeting at which the election is to take place. Notice of candidate as Director
83. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. Retiring Director deemed to be reappointed
84. An election of directors shall take place each year. Election of directors
85. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it. Motion for appointment of Directors
86. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire from office. Increase or reduction of number of directors
87. The Company may by ordinary resolution of which special notice is given remove any Director before the expiration to his period of office, and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed. Removal of Directors
88. The Directors shall have power at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next 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 that meeting. Power to add directors

Directors' qualifications

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

REMUNERATION OF DIRECTORS

Directors' Remuneration

90. (a) The fees payable to the Directors (except salaries payable to executive Directors for their services) shall from time to time be determined by a resolution of the Company in general meeting. Provided that such fees 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.
- (b) The Directors shall also be paid such travelling, hotel and other expenses properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company as the Directors may determine.
- (c) Save as provided in Article 90(a) hereof, an executive Director shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another but shall not include a commission on or percentage of turnover) as the Directors may determine.
- (d) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover.
- (e) Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of Expenses

91. (a) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits (applicable only if he is an executive Director) or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors, provided that no Director shall be remunerated by a commission on or percentage of turnover.
- (a) No payment shall be made to any Directors by way of compensation for loss of office or as consideration for or in consideration with his retirement from office unless particulars with respect to the proposed payment (including the amount thereof) have been disclosed to the Members and the proposal has been approved by the Company in general meeting.

DISQUALIFICATION OF DIRECTORS

When offices of Directors deemed vacant

92. The office of Director shall become vacant ipso facto if the Director:-
- (a) becomes bankrupt or has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors

generally;

- (b) being prohibited or ceases to be a Director by virtue of the Act;
- (c) 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 and the Directors resolve that his office be vacated;
- (d) (not being an executive Director whose contract precludes resignation) resigns his office by notice in writing under his hand left at the registered address for the time being of the Company;
- (e) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- (f) is absent for more than 50% of the total board of directors' meetings held during a financial year, unless an exemption or waiver is obtained from the Exchange.
- (g) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences:-
 - (1) in connection with the promotion, formation or management of a company;
 - (2) involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or
 - (3) under the securities laws or the Companies Act 1965,
 within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

POWER AND DUTIES OF DIRECTORS

93. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, exercise all such powers of the Company and do all such things as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations of the Act as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been made.
- Business of Company
to be managed by
Directors
94. The Directors shall not without the prior approval of the Company in general meeting:-
- Prior approval of
Company required
- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property and in the event of the carrying out of such sale or disposal without the prior approval of the Company in general meeting having been obtained, then such sale or disposal shall be subject to ratification by the Company in general meeting;
 - (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
 - (c) enter into any arrangement or transaction with a Director of the

Company or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value referred to in Article 94(a) above.

- Directors' borrowing powers 95. (a) The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company (expressly including any person holding the office of Director) and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries or associated corporations. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary corporation.
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
- Power to maintain Pension or Fund 96. The Directors may establish or arrange any contributory or non-contributory pension superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and make payment for or towards any hospital or any Director holding such salaries employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.
- Power to keep register of members 97. The Company or the Directors on behalf of the Company, may exercise the powers conferred by the Act, cause to be kept a branch register or registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of such registers.
- Appointment of Attorneys 98. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for/or such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
- Signing of cheques etc. 99. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time determine by resolution.

100. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. Director in discharge of duties
101. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. Director to give notice
102. Subject always to the provisions of the Act as to disclosure of interest, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place or profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. Directors may hold other office
103. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director providing that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company. Director may act in his professional capacity

PROCEEDINGS OF DIRECTORS

104. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors by giving them not less than seven (7) days notice thereof unless such requirement is waived by them. Meeting of Directors
105. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from Malaysia may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from Malaysia. A Director may waive notice of any meeting either prospectively or retrospectively. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates. Notice of Meeting of Directors
106. The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. Quorum of meeting of Directors
107. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected annually but if no such Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for Chairman of Directors

holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

- | | | |
|---|------|--|
| Votes of Directors | 108. | Subject to these Articles any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. Each Director shall have one vote. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or only two (2) Directors are competent to vote on the question at issue. |
| Number | 109. | The remaining Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors, the remaining Directors or Director may except in an emergency act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purposes. |
| Disclosure of interest | 110. | Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure 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. |
| Restriction of voting | 111. | A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly an interest and, if he does so vote, his vote shall not be counted and neither shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting. |
| Relaxation of restriction on voting | 112. | 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 terms of any such appointment are considered, he may vote on any such matter other than in respect of his own appointment and/or the fixing of the terms thereof. |
| Directors may become directors of other corporation | 113. | A Director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise or any corporation, which is directly 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 benefit received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid. |
| Directors may lend money to the company | 114. | The Directors or any of them may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of |

their or his office and without being liable to account to the Company for any such commission or profit.

ALTERNATE DIRECTOR

115. (a) Each Director shall have power from time to time to nominate any person to act as his Alternate Director and the appointment of the Alternate Director shall not take effect until approved by a majority of the other Directors, Provided always that any fee paid by the Company to the Alternate Director shall be deducted from that Director's remuneration. Alternate directors
- (b) Any appointment of an Alternate Director may be revoked at any time by the Director appointing him.
- (c) If a Director making any such appointment as aforesaid shall cease or vacate office as a Director, the person appointed by him shall thereupon, ipso facto cease to have any power or authority to act as an Alternate Director except retirement by rotation and immediate re-election.
- (d) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

MANAGING DIRECTORS

116. Subject to the overriding control of the Board over the Managing Director, the Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of these powers. Managing Director
117. The Directors may at their discretion from time to time appoint any one or more of their body to be Managing Director or Executive Directors at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, and may vest in the Managing Director or Executive Director any power hereby vested in the Directors generally as they may think fit, but notwithstanding this such Managing Director or Executive Director shall be subject to the control of the Board. Where a managing director is appointed for a fixed term, the term shall not exceed three (3) years. Term of Managing Director / Executive Director
118. The remuneration of a Managing Director or Managing Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover. Remuneration of Managing Director
119. (a) A Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director. Alternate directors
- (b) A Managing Director shall, subject to any provisions of any contract between him and the Company, be subject to retirement by rotation and shall be taken into account in determining the rotation of retirement of Directors or in fixing the number of Directors to retire; and he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company.

COMMITTEES OF DIRECTORS

- Power of Directors to appoint Committees 120. The Directors may establish any committees, local boards or agencies, comprising one or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the member and members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul any such delegation but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- Meeting of Committee 121. Subject to any rules and regulations made pursuant to Article 120, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote. However where two (2) Directors form the quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.
- Chairman of Committees 122. A committee may elect a Chairman of its meeting if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

VALIDATION OF ACTS OF DIRECTORS

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

CIRCULAR RESOLUTIONS

- Circular 124. A resolution in writing signed by all the Directors who may at the time be present in Malaysia, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form each signed by one or more Directors.

AUTHENTICATION OF DOCUMENTS

- Authentication of documents 125. Any Director or the Secretary or any person appointed by the Directors shall have power to authenticate any documents effecting 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 of extracts.
126. A document purporting to be a copy of a resolution of the Directors or an extract

Conclusive evidence of

from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of these Articles shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

resolutions and extract of minutes of meetings

MINUTES AND REGISTER OF MEMBERS

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

- (a) 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 meetings;
- (b) all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors;
- (c) 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 shall be received as prima facie evidence of the matters stated in such minutes.

128. The Directors shall comply with the provisions of the Act and these Articles with regard to keeping registers, index, minutes book and books of accounts and such other books as required by these Articles or by the Act. Directors to comply with Act

129. The books containing the minutes of proceedings of any general meeting shall be open to the inspection of any Member without charge. Minutes books

130. The registers referred to in Article 128 shall be opened to the inspection of any Member without charge and to any other person on payment of a prescribed fee for each inspection. Registers

SECRETARY

131. The first Secretary shall be Yoong Siew Wah. The Secretary or Secretaries shall in accordance with the Act be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and any Secretary or Secretaries so appointed may be removed by them. Secretary

SEAL

132. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors 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 (subject to the provisions of these Articles as to certificates for shares), the Seal shall be affixed in the presence of at least one Director and the Secretary or two (2) Directors or one Director and some other person appointed by the Directors for the purpose, who shall sign every instrument to which the Seal is affixed. The instrument to which the Seal is affixed may bear the autographic or facsimile signatures of at least one Director and the Secretary or two (2) Directors or one Director and some other person appointed by the Directors. The facsimile signature may be reproduced by machine or other means, Provided Always that such facsimile signatures are usable only in relation to share certificates. Authority for use of seal

Use of official seal
abroad

133. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.

- Share seal 134. The Company may also have a Share Seal pursuant to Section 101 of the Act.

ACCOUNTS

- Book of account open to inspection by directors 135. 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. No Member (not being a Director) shall have any right of inspecting any accounts or book or document of the Company except as conferred by the Act or authorised by the Directors or by ordinary resolution of the Company. Subject always to 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.
- To whom copies of profit and loss account etc. may be sent 136. The Directors shall from time to time in accordance with 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 Act. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' reports relating to it shall not exceed four (4) months. A copy of each such documents shall not less than twenty-one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 54) be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or Articles 156, 157, 158 and 159. The requisite number of copies of each such document shall at the same time be sent to each stock exchange upon which the Company is listed. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.
- Directors not bound to publish any list 137. 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 reference to the same to any Member.

AUDIT

- Audit 138. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
- Acts of Auditors 139. Subject to the provisions of the Act, all acts due by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- Auditors entitled to attend General Meeting, etc. 140. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of any other communications relating to any General Meeting which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

DIVIDENDS AND RESERVES

- Declaration of dividends 141. The Company by ordinary resolution in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.
142. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different

Application of profits

classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

143. If the Company shall issue shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends. Share Premium Account
144. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed shall be dealt with by the Directors under the Unclaimed Money Act. Payment of unclaimed dividend
145. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company. Dividend to be paid out of profits
146. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. Directors may form reserve fund and invest
147. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purpose of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly. Declaration of Dividend
148. The Directors may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Deduction of dividend
149. The Directors may retain the dividend payable upon shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same. Dividend due may be retained until registration
- Retention of dividend 150. The Directors may retain any dividend or other moneys payable on or in respect of a share 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.

- Distribution of specific assets 151. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Payment by Cheque or Telegraphic Transfer or Electronic Transfer 152. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

CAPITALIZATION OF PROFITS

- Bonus issue etc. 153. The Company by ordinary resolution in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions or condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up shares held by such Members respectively or paying up in full unissued shares or debentures to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
- Power for applications of undivided dividends 154. 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 required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions to the profits resolved to be capitalized or 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.

LANGUAGE

155. Where any accounts, minute books or other records required to be kept by the Act are not kept in the Malay or English Language, the Directors shall cause a true translation of such accounts, minute books and other records to be made from time to time and shall cause such translation to be kept with the original accounts, minute book and other records as are required by the Act to be kept. Translation

NOTICES

156. Any notice or document (including a share certificate) may be served by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address as appearing in the Register of Members and the Record of Depositors in Malaysia, or if he has no registered address within Malaysia, address (if any) within Malaysia supplied by him to the Company as his address for service of notices. Service of notices
157. Any notice or other document if served by post shall be deemed to be served at the time when the letter containing the same would in the ordinary course be delivered and in proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a post office letter box. When service effected
158. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register or the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share. Notice in case of death or bankruptcy
159. Notice of every general meeting shall be given in any manner hereinbefore specified to:- Who may receive notice of general authorised meeting
- (a) Every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
 - (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;
 - (d) the Exchange upon which the Company is listed.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

- Distribution of assets in specie 160. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any

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

Rights of holders of shares issued upon special terms and conditions

161. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-

(a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and

(b) If in a winding-up the assets available for distribution among the Members shall be more than sufficient to re-pay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.

Notice in case of death

Liquidator's commission

162. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator without the prior approval of the Members in a general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

SECURITY CLAUSE

Secrecy clause

163. 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 or 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

164. Every Director, Managing Director, 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 or breach of trust.

ALTERATION OF ARTICLES

Alteration of Articles

165. The Company shall not delete, amend or add to any of its existing Articles of Association 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.

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

Names, Addresses and Descriptions of Subscribers

TEH KIEN TOH
5, HIGH STREET
KUALA LUMPUR

(Miner)

CHAN KEONG HON
138 AMPANG ROAD
KUALA LUMPUR

(Miner)

Dated this 17th day of March 1962.
Witness to the above signatures:-

TUNG KAH LEONG
Company Secretary
45, Cross Street (2nd Floor)
Kuala Lumpur