

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold all your shares of RM1.00 each in MALAYSIAN RESOURCES CORPORATION BERHAD, you should at once hand this Circular to the purchaser or the agent through whom the sale was effected for onward transmission to the purchaser.

The Kuala Lumpur Stock Exchange takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents in this Circular.

MALAYSIAN RESOURCES CORPORATION BERHAD

(Company No.: 7994-D)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Notice of the Fourteenth Annual General Meeting of **MALAYSIAN RESOURCES CORPORATION BERHAD** to consider the special resolution in relation to the above to be held at Quality Hotel Shah Alam, Plaza Peransang, Persiaran Perbandaran, 40000 Shah Alam, Selangor, MALAYSIA on Tuesday, 26 February 2002 at 3.00 p.m. is set out in the Company's Annual Report.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. The Form of Proxy must be deposited at the office of the Company's Share Registrar, Malaysian Share Registration Services Sdn Bhd, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Last day and time for lodging the Form of Proxy : Sunday, 24 February 2002 at 3.00 p.m.

Date and time for the Annual General Meeting : Tuesday, 26 February 2002 at 3.00 p.m.

This Circular is dated 4 February 2002

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Articles of Association"	:	Articles of Association of the Company
"AGM"	:	Annual General Meeting
"KLSE/the Stock Exchange"	:	Kuala Lumpur Stock Exchange
"Listing Requirements"	:	Listing requirements of the KLSE
"MRCB" or "Company"	:	Malaysian Resources Corporation Berhad
"Proposed Amendments"	:	Proposed amendments to the Articles of Association
"Proposal"	:	The Proposed Amendments
"ROC"	:	Registrar of Companies

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MALAYSIAN RESOURCES CORPORATION BERHAD

(Company No : 7994-D)
(Incorporated in Malaysia)

Registered Office:

Aras 10, Menara MRCB
No. 2, Jalan Majlis 14/10, Seksyen 14
40000 Shah Alam
Selangor

Date: 4 February 2002

Board of Directors:

Dato' Seri Syed Anwar Jamalullail
Abdul Rahman Ahmad
Shahril Ridza Ridzuan
Datuk Zahari Omar
Dato' Zainol Abidin Dato' Haji Salleh
Dato' Ahmad Ibnihajar

To: The Shareholders of MRCB

Dear Sir/Madam

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. INTRODUCTION

The Company had on 31 July 2001 announced that the Company had proposed to amend its Articles of Association to include amongst others the new KLSE Listing Requirements.

The purpose of this Circular is to explain the details, rationale and conditions of the Proposed Amendments and to seek your approval for the resolution to the Proposed Amendments to be presented at the forthcoming AGM of the Company to be convened at Quality Hotel Shah Alam, Plaza Peransang, Persiaran Perbandaran, 40000 Shah Alam, Selangor, MALAYSIA on Tuesday, 26 February 2002 at 3.00 p.m., notice of which is included in the Company's Annual Report.

2. DETAILS OF THE PROPOSAL

The Proposed Amendments are now subject to the approval of the shareholders of the Company in a General Meeting. The details of the Proposed Amendments are set out in Appendix I of this Circular.

3. RATIONALE FOR THE PROPOSAL

The Proposed Amendments are primarily to bring the Articles of Association in line with the Listing Requirements and prevailing statutory requirements, to update the Articles so as to enhance the administrative efficiency of the Company and to ensure consistency throughout the Articles.

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4. CONDITIONS OF THE PROPOSAL

The Proposed Amendments are conditional upon approval being obtained from the shareholders of MRCB at the forthcoming AGM scheduled on 26 February 2002 and the ROC for the lodgement of the special resolution to alter the Articles of Association in the manner prescribed by the Companies Act, 1965.

5. DIRECTORS' RECOMMENDATION

The Directors having considered all aspects of the Proposed Amendments are of the opinion that the same are in the best interests of the Company and its shareholders. Accordingly, they recommend that you vote in favour of the resolution for the Proposed Amendments_ to be tabled at the forthcoming AGM.

6. ANNUAL GENERAL MEETING

The AGM, notice of which is enclosed in the Company's Annual Report, will be held at Quality Hotel Shah Alam, Plaza Peransang, Persiaran Perbandaran, 40000 Shah Alam, Selangor, MALAYSIA on Tuesday, 26 February 2002 at 3.00 p.m. for the purpose of considering and if thought fit, passing the Special Resolution for adopting the Proposed Amendments.

If you are unable to attend and vote in person at the AGM, please complete, sign and return the enclosed Form of Proxy, in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the Company's Share Registrar, Malaysian Share Registration Services Sdn Bhd, 7th Floor, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur not less than four-eight (48) hours before the time set for the AGM or any adjournment thereof. The lodging of the Form of Proxy will not, however, preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

7. FURTHER INFORMATION

(i) Responsibility Statement

This Circular has been seen and approved by the Directors of MRCB who collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement herein misleading.

(ii) Documents Available for Inspection

The existing Memorandum and Articles of Association of MRCB may be inspected at the registered office of MRCB during normal business hours for the period from the date hereof to the date of the AGM.

Yours faithfully

For and on behalf of the Board of Directors

MALAYSIAN RESOURCES CORPORATION BERHAD

DATO' SERI SYED ANWAR JAMALULLAIL

Chairman

PROPOSED NEW ARTICLES OF ASSOCIATION OF MALAYSIAN RESOURCES CORPORATION BERHAD

The following is the proposed new Articles of Association to be adopted:-

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MALAYSIAN RESOURCES CORPORATION BERHAD**TABLE "A" EXCLUDED**

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.

Interpretation
clause

WORDS**MEANINGS**

Definitions

Approved Market Place	Means a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories)(Exemption)(No. 2) Order 1998.
Board	The Board of Directors of the Company.
Central Depositories Act	The Securities Industry (Central Depositories) Act 1991, and any statutory modification, amendment, re-enactment thereof for the time being in force.
Central Depository	Malaysian Central Depository Sdn Bhd (165570 – W).
Chairman	The Chairman of the Board of Directors.
Company	Malaysian Resources Corporation Berhad.
Deposited Security	A security in the Company standing to the credit of a securities account of a depositor subject to the provision of Central Depositories Act 1991 and the Rules.
Depositor	A holder of a securities accounts defined in the Central Depositories Act.
Deputy Chairman	The Deputy or Vice Chairman of the Board of Directors.
Dividend	A payment to shareholders from the distributable profits of the Company and includes bonus.

Jumbo Certificates	Has the same meaning as is assigned to that expression under the Central Depositories Act.
Listing Requirements	Listing Requirements of the Kuala Lumpur Stock Exchange including any amendments that may be made from time to time.
Market day	Any day from Monday to Friday which is not a public holiday or a market holiday.
Member	Any person/persons for the time being holding shares in the Company whose name(s) appear in the Register of Members (except the Central Depository or its nominee company in whose name the Deposited Security is registered) including Depositors whose names appear on the Record of Depositors.
Prescribed Security	Has the same meaning as is assigned to that expression under the Central Depositories Act.
Record of Depositors	A record provided by the Central Depository to the Company or its registrar or issuing house pursuant to an application under the Rules.
Register or Register of Members	The Register of Members to be kept pursuant to the Act and unless otherwise expressed to the contrary, including the Record of Depositors.
Registered Office	The registered office for the time being of the Company.
Registrar	Means the Registrar of Companies under the Act and includes any Regional Deputy or Assistant Register of Companies.
Rules	The Rules of the Central Depository and any appendices thereto for the time being in force.
Securities Account	Has the same meaning as is assigned to that expression under the Central Depositories Act.
Securities Commission	Means the Securities Commission established under Section 3 of the Securities Commission Act 1993.
Stock Exchange	Kuala Lumpur Stock Exchange and shall include any other stock exchanges on which the Company's shares may for the time being be listed.
The Act	The Companies Act, 1965 of Malaysia and any statutory modification amendments or revision thereof for the time being in force.
The Directors	The Directors for the time being of the Company and includes alternate Directors.
The Common Seal	The Common Seal of the Company.
The Secretary	The Secretary means any person appointed to perform the duties of Secretary of the Company.
The Statutes	The Act and every other Act of Parliament for the time being in force concerning companies and/or affecting the Company.
These Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolutions.

The expressions 'debenture' and 'debenture-holder' shall include 'debenture-stock' and 'debenture-stockholders' and the expressions 'share' and 'shareholder' shall include 'stock' and 'stockholder' and the expression 'Secretary' shall include any person appointed by the Directors to perform any of the duties of the Secretary.

References to a "holder" of a share include references to a depositor in whose securities accounts such shares stand in credit.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning as in these Articles.

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

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in visible form.

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; and

Words importing persons shall include corporations.

BUSINESS

3. The business of the Company shall comprise all the business mentioned or included in the Memorandum of Association and all incidental matters and the business shall subject to the provisions of these Articles be carried out by way or under the management of the Directors and according to such regulations as the Directors may from time to time prescribe and any branch or kind of business which the Company is authorised to carry out on may be undertaken and may be suffered to be in abeyance whether such branch or kind of business may have actually commenced or not so long as the Directors shall from time to time deem advisable.

SHARES

4. The Share Capital of the Company is RM2,000,000,000 divided into 2,000,000,000 ordinary shares of RM1.00 each.
5. The Company may, subject to, and in accordance with the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in these Articles and the requirements of the Stock Exchange and any other relevant authority, purchase and/or hold its own shares and make payment in respect of such purchase in the manner permitted thereunder. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of any relevant authority. Share buy-back
6. Any shares in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by special resolution determine provided that the rights attaching to shares other than ordinary shares shall be set out in the Memorandum of Association or these Articles or expressed in the resolution creating the same. May issue shares with preferred, deferred or other special rights or restriction
7. The total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and the Company shall not, unless with the consent of the existing Preference shareholders at a class meeting, issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Issue of preference shares
8. The holder of a preference share must be entitled to a right to vote in each of the following circumstances:- Rights of preference shareholders
 - (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

The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up. A holder of a preference share must be entitled to the same rights as a holder of any ordinary share in relation to receiving notices, reports and audited accounts, and attending meetings.

VARIATION OF RIGHTS

9. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act be varied or abrogated, and preference capital other than redeemable preference or any other alteration of preference shareholders' rights may be repaid or made pursuant to a special resolution of the preference shareholders concerned at a General Meeting called for the purpose. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company, 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 the nominal amount of the issued shares of the class. Provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Rights of other classes of shares
10. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof 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 all aspects pari passu therewith but in no respect in priority thereto. Special Rights

ALTERATION OF CAPITAL

11. The Company may from time to time by ordinary resolution increase its share capital by such sum to be divided into shares of such amounts, as the resolution shall prescribe. Power to increase capital
12. All new shares shall be subject to the provisions of these Articles with reference to allotments, payments of calls, lien, transfer, transmission, forfeiture and otherwise. Subject to provisions
13. The Company may by ordinary resolution :-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Power or consolidate shares
 - (b) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled. Power to cancel shares
 - (c) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provision of the Act) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have only such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares. Power to sub-divide shares
 - (d) subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares. Power to convert class of shares

ISSUE OF NEW SHARES

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| 14. | <p>Subject to and in accordance with the provisions of the Act and the requirements of the Stock Exchange and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted list and quote any call warrants upon obtaining the relevant approval from the Securities Commission.</p> | Call Warrants |
| 15. | <p>All new issues of shares (which are prescribed securities) is to be made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act.</p> <p>The Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.</p> | Issue of securities |
| 16. | <p>Subject to confirmation by the Court, the Company may by special resolution reduce its share capital or any capital redemption reserve fund or share premium account in any manner.</p> | Power to reduce share capital |
| 17. | <p>Subject to any direction to the contrary that may be given by the Company in General Meeting and these Articles, any new shares or other convertible securities from time to time to be created, shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares 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 shares 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 these Articles.</p> | Issue of new shares to members |
| 18. | <p>Subject to the provisions of these Articles and notwithstanding Section 132D of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten (10) percent of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.</p> | |
| 19. | <p>(1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities (which are prescribed securities), dispatch notices of allotment to the allottees and make an application for the quotation of such securities within fifteen (15) market days or such other period as may be described by the Stock Exchange. Subject to the provisions of the Act, share certificates (in respect of securities that are not prescribes securities) shall be dispatched within ten (10) market days after allotment of fifteen (15) market day after lodgment of transfer, specifying the shares allotted or transferred to a person and the amount paid up thereon, provided that (in respect of securities that are not prescribed securities) the Company shall not be bound to issue more than one certificate.</p> <p>(2) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities (which are prescribed securities), dispatch notices of allotment to the allottees and make application for the quotation of such securities within the following prescribed periods, or such other period as may be prescribed by the Stock Exchange.</p> <p>(a) in respect of a right issue, within fifteen (15) market days of the final application date for right issue;</p> <p>(b) in respect of bonus issue, within ten (10) market days of the books closing date for the bonus issue;</p> | Allot securities and dispatch notice of allotment |

(c) in respect of any issuance of shares pursuant to an employees share option scheme, within ten (10) market days of the date of receipt of notice of exercise of the option duly accompanied by the requisite payment; and

(d) in respect of any issuance of shares pursuant to an exercise of a right or a conversion, within ten (10) market days of the date of a receipt of a subscription form duly accompanied by the requisite payment.

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| 20. | The Company may exercise the powers of paying commissions conferred by the Act. The rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed ten (10) per centum of the price at which the shares in respect of which the commission is paid are issued. The Company may also on any issue of shares pay such brokerage as may be lawful. | Commission on subscription |
| 21. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the costs of construction of the works, buildings or plant. | Power to charge interest to capital |
| 22. | 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 compelled in any way to recognize any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder. | No trust recognised |
| 23. | The Company shall not without the prior approval of shareholders in general meeting issue any new shares which would result in a transfer of a controlling interest in the Company. | Transfer of controlling interest |

CALL ON SHARES

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| 24. | The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times, 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 authorising the call was passed, and may be made payable by installments. | When call deemed to have been 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 (10) per centum per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part. | Interest on unpaid call |
| 27. | Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in the case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Sums payable on allotment deemed a call |
| 28. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment. | 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 (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate (not exceeding five (5) per centum per annum) as the member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

Capital paid on shares in advance of calls

CERTIFICATES

30. Subject to these Articles, every member is entitled to receive share certificates (in respect of shares that are not Deposited Securities) in reasonable denominations as for his holding.
31. Subject to the provision of the Act, the Central Depositories Act, these Articles 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 member or Central Depository. In case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) or such sum as shall from time to time be permitted by the Stock Exchange. In the case of destruction, loss or theft, the member or Central Depository who shall be entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.
32. The Central Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Central Depository or its nominee company for the shares that are deposited securities which shall be issued in accordance with the Central Depositories Act and the Rules. If the Central Depository or its nominee company shall require more than one jumbo certificate in respect of the shares that are deposited securities, it shall pay such fees as the Directors may from time to time determine and which the Company may be permitted to charge by law plus and stamp duty levied by the Government from time to time.

Certificates

Lost or destroyed certificates

Jumbo certificate

INFORMATION ON SHAREHOLDER

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

Company may require information

FORFEITURE AND LIEN

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| 34. | If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest and expenses which may have accrued. | Directors may require payment of call with interest and expenses |
| 35. | The notice shall name a further day (not being less than seven (7) days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited. | Notice requiring payment to contain certain particulars |
| 36. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof 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 share and not actually paid before forfeiture. A notice of the forfeiture shall forthwith be given to the holder of the share or person entitled to the shares 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 as appropriate, opposite to the shares. The Directors may accept a surrender of any share liable to be forfeited hereunder. | Forfeiture on non-compliance with notice |
| 37. | A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid. | Share forfeited shall be property of the Company |
| 38. | A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all money which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at seven (7) per centum per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender. | Former holder of forfeited shares liable for call made before forfeiture |
| 39. | The Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of such money are 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. | Lien on shares and dividends |
| 40. | The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sums 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 the sum presently payable and giving notice of intention to sell in default, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy. | Lien may be enforced by sale of shares |
| 41. | The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability, accrued interest and expenses, in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assignees or as he or they may direct. For giving effect to any such sale the Directors may (in the case of shares that are not deposited securities) authorise some person to transfer the shares sold to the purchaser or (in the case of shares that are deposited securities) authorise its registrar to cause the Central Depository to credit the securities account of the purchaser of the shares sold or otherwise on accordance with the directions of the purchaser. | Sale of shares forfeited |

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| 42. | Subject to the Act, the Central Depositories Act and the Rules, no Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any). | Member not entitled to privilege of membership until calls paid |
| 43. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered (in the case of a share that is not a deposited security) as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by an irregularity or invalidity in the proceeding in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share. | Title to forfeited shares |

TRANSFER OF SHARES

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| 44. | Subject to the provisions of the Act and these Articles (with respect to the transfer of a security that is not a deposited security) a member may transfer all or any of his securities by instrument in writing in the form specified by the Act from time to time. The transfer of any listed security or class of listed security of the Company shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Section 103 and 104 of the Act, but subject to sub section 107C(2) of the Act and any exemption that may be made from compliance with sub section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of listed security. | Transfer of securities |
| 45. | The registration of transfer (in the case of a share that is not a deposited security) may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole, thirty (30) days in any year. The Company may require the Central Depository to suspend the trading of shares that are deposited securities at such times and for such periods as the Directors may from time to time determine. | Suspension of registration |
| 46. | Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. | Renunciation of allotment |
| 47. | The Central Depository may, in its absolute discretion, refuse to effect any transfer of a share that is a deposited security, which does not comply with the Central Depositories Act and the Rules. | |
| 48 | <p>(1) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares (that are not deposited securities) apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.</p> <p>(2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares registered by the Central Depository, although the same may, by reason of any fraud or other cause known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.</p> | |

TRANSMISSION OF SHARES

49. In the case of the death of a member the survivors or survivor and the executors or administrators of the deceased where he was the surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing in these Articles shall release the estate of a deceased holder from any liability in respect of any share held by him. Transmission on the death
50. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence of title being produced as may from time to time be required by the Directors 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 Directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share held by that member before his death or bankruptcy. Provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled. Notice of election
51. If any person so becoming entitled elects to register himself, he shall deliver or send to the Company, a notice in writing signed by him and stating that he so elects, provided that where the share is a Deposited Security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice 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. Share of deceased or bankrupt member
52. Save as otherwise provided by or in accordance with these Articles or by provisions of the Central Depository Act and the Rules a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share. Person entitled may received dividends
53. (1) Where:- Transmission of Securities from Foreign Register
- (a) the securities of the Company are listed on an Approved Market Place; and
 - (b) the 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 Central Depository in respect of such securities,
- the Company shall, upon request of securities holder, permit the transmission of securities held by such securities holder from the register of holders maintained by the Registrar in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the Registrar (hereinafter referred to as "the Malaysian Register") subject that there shall be no change in the ownership of such securities and the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, if the Company fulfils the requirements of subparagraphs 1(a) and (b) above, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

STOCK

54. The Company may by ordinary resolution convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination. Conversion of stock shares into stock

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| 55. | The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the share from which the stock arose. | Transfer of stock |
| 56. | 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, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage. | Rights of stock holder |

GENERAL MEETING

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| 57. | All business transacted at an Annual General Meeting other than business which, under these Articles ought to be transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting, shall be deemed special. | Business transacted |
| 58. | An Annual General Meeting shall (subject to any provisions of the Act relating to its First Annual General Meeting) be held once in every year, at such time (within a period not more than fifteen (15) months after the holding of the preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. | Annual General Meeting |
| 59. | The Directors may wherever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting. | Extraordinary General Meeting |

NOTICE OF GENERAL MEETINGS

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| 60. | Subject to provisions of the Act and agreements for shorter notice, notices shall be given to all members (other than those who under the provisions of these Articles or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company) at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an Annual General Meeting. Notice of every General Meeting of the Company shall be given to the Auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the Annual General Meeting, of every such meeting shall also be given by advertisement in a dairy newspaper circulating in Malaysia and in writing to the each Stock Exchange upon which the Company is listed. | Notice of meeting |
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Provided also that the accidental omission to give notice to or the non-receipt of a notice by, any person entitled thereto shall not invalidate any resolutions passed during the proceedings at any General Meeting.

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| 61. | <p>(a) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and there appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.</p> <p>(b) In the case of an Annual General Meeting the notice shall also specify the meeting as such.</p> <p>(c) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p> | Contents of notice |
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62. (a) The Company shall in writing, request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notice of General Meetings shall be given by the Company. Record of Depositors
- (b) The Company shall also request the Central 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")
- (c) Subject to the Security Industry (Central Depositories)(Foreign Ownership) Regulations, 1966 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

63. Ordinary business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say: Ordinary business
- (a) declaring dividends;
- (b) reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet;
- (c) appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- (d) appointing Directors in the place of those retiring by rotation or otherwise and fixing the remuneration of Directors.

PROCEEDINGS AT GENERAL MEETING

64. No business shall be transacted at any General Meeting unless a quorum is present. Three members present in person shall be a quorum for all purposes. For the purpose of this Article "member" includes a person attending as a proxy or representing a corporation which is a member. Quorum
65. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on 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 the 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, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, any member present in person or by proxy shall be a quorum. Adjournment for want of quorum
66. Subject to the provisions of the Act, a resolution in writing signed by every member of the Company entitled to vote shall have the same effect and validity as an ordinary resolution of the Company passed at a General Meeting, duly convened, held and constituted, and may consist of several documents in the like form, each signed by one or more of such members. Resolution signed by all members as effective as if passed at General Meeting
67. The Chairman of the Directors shall preside as Chairman at every General Meeting. If there is no such Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or be unwilling to act, any one member of the Board shall preside as Chairman and if no Director is present or if all the Directors decline to take the Chair, then the members who are present shall choose one of their number present to be Chairman of the meeting. Chairman
68. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournment with consent of meeting
Notice of adjournments

69.	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 by either:-	How resolution decided
	(a) the Chairman of the meeting (being a person entitled to vote); or	Who can demand a poll
	(b) not less than five (5) members present in person or by proxy and entitled to vote; or	
	(c) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or	
	(d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.	
	A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.	Results of voting
70.	If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in any other case unless it shall in the opinion of the Chairman be of sufficient magnitude.	Votes counted in error
71.	If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so required shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.	How poll to be taken
72.	In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.	Chairman to have casting vote
73.	No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman may direct. No notice need to be given of a poll not taken immediately.	Election of Chairman or adjournment
74.	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.	Continuance of meeting

VOTES OF MEMBERS

75.	Subject to these Articles and to any special rights or restrictions as to voting attaching to any class of shares hereinafter issued at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy and on a show of hands every person present who is a member or proxy of a member shall have one (1) vote, and on a poll every member who is present in person or by proxy shall have one (1) vote for every share of which he is a holder.	Number of votes
76.	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 common denominator shall carry the same voting power when such right is exercisable.	Voting rights of shares of different monetary denominations
77.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee curator bonis, appointed by such court (who may appoint a proxy) provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty-eight (48) hours before the time appointed for holding the meeting.	Votes of mentally Disordered members

78. A member of the Company 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. Voting rights of members
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
79. 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. Qualification of voter
80. On a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. A poll
81. An instrument appointing a proxy shall be in writing and:- Proxy to be in writing
- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
- The Directors may, but shall not be bound to require evidence of the authority of such attorney or officer.
82. A proxy need not be a member of the Company and a member of the Company may appoint a person to be a proxy. Section 149(1)(b) of the Act shall not be applicable. Proxy need not be a member
83. The instrument appointing a proxy or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, and in default the instrument of proxy shall not be treated as valid. Instrument appointing proxy to be deposited
84. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:- Form of proxy

MALAYSIAN RESOURCES CORPORATION BERHAD

I/We () of (Address) being a member/members of Malaysian Resources Corporation Berhad hereby appoint () of () or failing him () of () as my/our proxy 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 on the () day of () (year) and at any adjournment thereof.

Signed thisday of(year)

85. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. A proxy shall be entitled to vote on a show of hands on any question at any general meeting. Validity of votes and voting rights of proxy

CORPORATIONS ACTING BY REPRESENTATIVES

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| 86. | Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company. | Corporate Representatives |
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DIRECTORS

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| 87. | Unless otherwise determined by a General Meeting, the number of Directors shall not be less than two or more than fourteen. The first Directors shall be Tan Beng Tuan, Cheam Yeow Toon and Chan Weng Seong. | Appointment and number of directors |
| 88. | No one other than a natural person shall be a Director of the Company. | Natural person |
| 89. | A Director need not be a member of the Company and shall not be required to hold any share qualifications unless and until otherwise determined by the Company in General Meetings but shall be entitled to attend and speak at General Meetings. | Director need not be a member |
| 90. | <p>(a) The fees payable to the Directors shall from time to time be determined by an ordinary resolution of the Company in General Meeting, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for a proportion of fee related to the period during which he held office.</p> <p>(b) Fees payable to non executive Directors shall be by a fixed sum and not by a commission on or percentage of profit or turnover. Salaries payable to executive Director may not include a commission on or percentage of turnover.</p> <p>(c) Fee payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting where notice of the proposed increase has been given in the notice convening the General Meeting.</p> | Remuneration of Directors |
| 91. | No Director shall participate in an issue of shares to employees unless shareholders in General Meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity. | Increase in directors' remuneration |
| 92. | The Directors shall be entitled to be repaid all traveling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meeting, or otherwise in or about the business of the Company. | Issue of shares to Directors |
| 93. | Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine. Any such extra remuneration payable to non-executive Directors shall be by way of a fixed sum or otherwise but shall not include a commission on or percentage of turnover of profits. | Directors' claim on other expenses |
| 94. | <p>(a) The Directors may pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full-time Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any subsidiary company or on or after his death to his widow or other dependants.</p> <p>(b) The Directors shall also have power and shall be deemed always to have had power to establish and maintain and to concur with subsidiary companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or others benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or of any such subsidiary company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.</p> | Remuneration for extra services |
| | | May pay pensions or allowances to full time director |
| | | Power to concur with subsidiary companies |

- (c) In this Article the expression "full-time Director" shall mean and include any Director who has for a continuous period of not less than five (5) years been engaged substantially whole-time in the business of the Company or any subsidiary company in any executive office or any office of profit or partly in one or partly in another. Full time Director
95. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall 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 relation thereby established, provided that such disclosure is made as is required by these Articles and the Act. Disclosure by Directors
96. (a) A Director may be or become a Director or other officer, of or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in, such other company. Holding of concurrent office
- (b) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all aspects as the Directors think fit in the interest of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or about to be appointed a director of such other company.

MANAGING DIRECTORS

97. The Directors may from time to time, subject to these Articles, appoint one (1) or more of their body to be Managing Director or Managing Directors or other Executive Directors for such period and on such term as they think fit. A Director appointed as Managing Director (but not any other executive director) shall not be appointed for a term exceeding three (3) years (but without prejudice to his re-appointment at the end of his term of office) and shall while holding that office be subject to retirement by rotation and taken into account in determining the rotation or retirement of Directors, provided that a managing Director or an Executive Director who has entered into a service contract with the Company in respect of his appointment prior to 1 June 2001, will not while holding that office, be subject to retirement by rotation if the same shall constitute a breach by the Company of the terms of the said contract, but he shall be equally subject to retirement by rotation after the expiry of the said contract and shall, subject to the provisions thereof, be subject to the same provisions as to the resignation and removal as the other Directors of the Company. Without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company the appointment of a Managing Director or any other Executive Director shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. Appointment of Managing Director
98. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover of the Company. Managing Directors' Remuneration
99. A Managing Director or other Executive Director shall be subject to the control of the Board. The Directors may entrust to and confer upon a Director holding any such office as aforesaid any of the powers exercisable by them as Directors 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 such powers. Power of Managing Director

APPOINTMENT AND RETIREMENT OF DIRECTORS

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| 100. | <p>The office of a Director shall be vacated in any of the following events, namely:-</p> <p>(a) if he becomes prohibited by law from acting as a Director;</p> <p>(b) if (not being a Managing Director or Managing Directors or Executive Directors holding office as such for a fixed term) he resigns by writing under his hand left at the Office;</p> <p>(c) if he be removed by the Company in General Meeting pursuant to Article 99 of these Articles.</p> <p>(d) if he becomes of unsound mind;</p> <p>(e) if he becomes bankrupt; or;</p> <p>(f) if he is absent from more than fifty (50) percent of the total Board of Directors' Meetings held during a financial year unless an exemption or waiver is obtained from the Stock Exchange.</p> | <p>Vacation of office of Director</p> |
| 101. | <p>At the First Annual General Meeting of the Company, all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year an election of Directors shall take place. All Directors shall retire from office once at least in every three (3) years. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.</p> | <p>Election of Directors</p> |
| 102. | <p>The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lots. A retiring Director shall be eligible for re-election.</p> | <p>Senior Directors to retire</p> |
| 103. | <p>The Company at the meeting at which a Director retires under any provision of these Articles may by ordinary resolution fill the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected unless:-</p> <p>(a) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or</p> <p>(b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or</p> <p>(c) such Director has attained any retiring age applicable to him as Director</p> | <p>Retiring Directors eligible for re-election</p> |
| 104. | <p>No person other than a Director retiring at the meeting shall be eligible for election as a Director at any General Meeting unless some member intending to propose him has not less than eleven (11) clear days before the day appointed for the meeting leave at the Office notice in writing duly signed by the member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. 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 candidate for election shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place.</p> | <p>Notice of intention to Appoint Director</p> |
| 105. | <p>The Company may by ordinary resolution passed at a General Meeting of the members of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provision of these Articles or of any agreement between the Company and such Director but without prejudice to any claim, he may have damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as casual vacancy.</p> | <p>Director may be removed by ordinary resolution</p> |

106. The Directors shall have powers at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- Directors' power to fill casual vacancies and to appoint additional directors

ALTERNATE DIRECTOR

107. Any Director may at any time appoint any person approved by a majority of his co-Directors to act as his alternate and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall not in respect of such appointment be entitled to receive any fee from the Company, but shall otherwise be subject to the provision of these Articles with regard to Directors. Any fee payable to an alternate Director shall be deducted from the remuneration of that Director so appointing him as his alternate. An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of alternate Director shall be effected by writing under the hand of the Directors making or revoking such appointment left at the Office.
- Appointment of Alternate Director
108. One person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote.
- Act of an alternate director

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.

PROCEEDINGS OF DIRECTORS

109. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. Subject to Article 110 in case of an equality of votes, the Chairman shall have a second vote or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. The meeting of Directors may be conducted by way of tele-conferencing or video conferencing as may be required in the circumstances. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Malaysia.
- Conduct of meetings
110. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two (2). A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote in the question at issue, shall not have a casting vote.
- Quorum
111. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act.
- Declaration of Director's interest
112. Save as by these Articles otherwise provided, a Director shall not vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to:-
- Directors' interest in contracts
- (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in

respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) any contract or proposed contract which relates to any loan to the Company that he has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
- (d) any contract or proposed contract which has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of section 6 of the Act is deemed to be related to the Company that he is a director of the corporation; or
- (e) any contract by him to subscribe for or underwrite shares or debentures of the Company.

By ordinary resolution of the Company the provision of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified.

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| 113. | A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Directors resolve to enter into or make any arrangement with him or on his behalf pursuant to Article 95 of these Articles or whereat the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangement with himself or the fixing of the terms thereof. | Exercise of rights of the Company |
| 114. | The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Director or Directors may except in an emergency act for the purpose of increasing the number of Directors to such minimum number or of summoning a General Meeting of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors. | Proceedings in case of vacancies |
| 115. | The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence, the Deputy Chairman shall preside as Chairman at meeting of the Directors, but if no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Deputy be present within ten (10) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. | Chairman of directors |
| 116. | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. | Power of Directors to appoint Committees |
| 117. | The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions of these Articles, regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article. | Meeting of Committees |
| 118. | (a) All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there were some defects in the appointment of any such Director, or person acting as aforesaid or that they or any of them were disqualified or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. | All acts done by Directors to be valid |

(b) Any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to the prior approval of the shareholders in General Meeting. Sale and disposal of assets by Directors

119. A resolution in writing signed by all the Directors for the time being in Malaysia shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in writing or by telex, telegram, cable, facsimile or other electronic communication in the like form, each signed by one or more of the Directors. Resolution by circulation

SECRETARY

120. The Secretary shall, and a Deputy or Assistant Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Appoint of Secretary and Deputy or Assistant Secretary

THE COMMON SEAL AND SHARE SEAL

121. The Directors may provide for a duplicate Common Seal which shall be a facsimile of the Common Seal of the Company with the addition on its face of the words "Share Seal" and a certificate under such duplicate seal shall be deemed to be sealed with the Common Seal for the purposes of the Act. Share Seal

122. The Directors shall provide for the safe custody of the Common Seal and Share Seal of the Company which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Common Seal and Share Seal of the Company shall be affixed shall (subject to the provisions of these Articles as to certificates for shares) be signed by a Director and shall be counter-signed by the Secretary or by another Director or by some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to a certificate or other document of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Common Seal or Share Seal of the Company. Seal of the Company and its use

AUTHENTICATION OF DOCUMENTS

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

124. A documents purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article 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. Certified copies of resolution of the Directors

DIVIDENDS AND RESERVES

125. The Company may by ordinary resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors. Payment of dividends

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| 126. | Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purpose of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any shares is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. | Apportionment of dividends |
| 127. | If so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed preferential dividends on any class of shares carrying a fixed preferential dividend expressed to be payable on fixed date on the half-yearly or other dated (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they think fit. | Payment of preference and interim dividends |
| 128. | Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that the date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. | Profit earned before acquisition of a business |
| 129. | 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 |
| 130. | No dividend or other moneys payable on or in respect of a share shall bear interest against the Company. | Dividends not to bear interest |
| 131. | The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith. | Deduction of debts due to Company. |
| 132. | The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Retention of dividends on share subject to lien |
| 133. | The Director may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same. | Retention of dividend on share pending transmission |
| 134. | All dividends unclaimed for one (1) year after having been declared and payable shall be held by the Company until claimed or paid by the Company under any legislation concerning unclaimed moneys. | Unclaimed dividends |
| 135. | The Company may, upon the recommendation of the Directors, by ordinary resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. | Payment of dividends in specie |

136. Subject to the Act, these Articles, the Central Depositories Act and the Rules, any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such persons and such address as such persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed shall be a good discharge to the Company. Every cash cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
137. Subject to the Act, these Articles, the Central Depositories Act and the Rules, if several persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends payable by cheque

Dividends due to joint holders

RESERVES

138. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.

Power to carry forward profit

Power to carry forward profit

CAPITALISATION OF PROFITS AND RESERVES

139. The Company may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and any capital redemption reserve funds) or any sum standing to the credit of profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members holding Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid in one way and partly in the other and to provide consideration for the purchase of the Company's own shares; provided that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.
140. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum 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 authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

Power to capitalise profit

Implementation of resolution to capitalise

MINUTES AND BOOKS

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| 141. | The Directors shall cause minutes to be made in books to be provided for the purpose:- | Minutes |
| | (a) of all appointments of officers made by the Directors; | |
| | (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and | |
| | (c) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of Committees of Directors. | |
| 142. | The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of members, a register of substantial shareholders, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company. | Keeping of registers, etc. |
| 143. | Any register, index, minute book, book of account or other books required by these Articles or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery. | Form of registers, etc |

ACCOUNTS

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| 144. | The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act. | Directors to keep proper accounts |
| 145. | Subjects to the provisions of the Act, the books of account shall be kept at the office, or at such other place within Malaysia as the Directors think fit, and shall always be opened to the inspection of the Directors. No member (other than a Director) shall have any right on inspecting any account 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. | Inspection of books |
| 146. | The Directors shall from time to time in accordance with the provisions of the Act and Stock Exchange listing requirements cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheet, group accounts (if any) and reports as may be necessary, provided that the interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors' and auditors' report shall not exceed four (4) months. | Presentation of accounts |
| 147. | A copy of every financial statements which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report 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 receipt of notice of the meeting pursuant to Article 60 of these Articles) be sent to every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act, the Central Depositories Act, the Rules of Central Depository or of these Articles; provided that these Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware, but any member to whom a copy of the documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. The requisite number of copies of each such document as may be required shall at the same time be forwarded to each Stock Exchange upon which the Company is listed. | Profit and loss accounts to be made up and laid before Company |
| 148. | 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. | Particulars of the securities or investments held |

AUDITORS

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| 149. | Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. | Appointment of Auditors |
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| 150. | Subject to the provisions of the Act, all acts done 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 defects in his appointment or that he was at the time of appointment not qualified for appointment. | Validity of acts of Auditors in spite of some formal defect. |
| 151. | The auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns them as Auditors. | Auditors' right to receive notices and attend and speak at General Meeting |
| 152. | Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed. | Accounts to be audited |

NOTICES

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| 153 | A notice or any other document (excluding a share certificate) may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter (if outside Malaysia by air-mail) addressed to such member at his registered address as appearing in the Register of Members or Record of Depositors, as the case may be, or if he has no registered address within Malaysia and Singapore an address (if any) within Malaysia and Singapore supplied by him to the Company as his address for the service of notices. All share certificates shall be despatched by the registered post. | Service of notices by Company |
| 154 | Any member described in the Register of Members and/or the Record of Depositors, as the case may be by an address not within Malaysia who shall from time to time give (in the case of holders of deposited securities) the Central Depository or (in the case of non-deposited securities) the Company an address within Malaysia at which notices or other documents may be served upon him, shall be entitled to have served upon him at such address any notice to which he is entitled under these Articles. | Members abroad entitled to notice unless they give address |
| 155. | If a member has no registered address within Malaysia and has not supplied to the Company or the Central Depository as the case may be an address within Malaysia for the giving of notices to him, a notice may be sent to him by telegram at his registered address appearing in the register of Members and/or Record of Depositors, as the case may be . | Members abroad may be served by telegram. |
| 156. | A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia and Singapore for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purpose be deemed a sufficient service of notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall (notwithstanding that such member be then dead or bankrupt and whether or not the Company has notice of his death or bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder. | Service of notices after death or bankruptcy of a member |
| 157. | Any notice or other documents, if served or sent by post and whether by air mail or not, shall be deemed to have been served on the day on which the envelope containing the same is posted, and in proving such service or sending it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post office as a prepaid letter. | When service effected |
| 158. | Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company. | |

WINDING UP

159. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes as between the members of different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability. Distribution of assets in specie
160. On the voluntary winding up of the Company, no commission or fee shall be paid to a Liquidator without the prior approval of the members in General Meeting. The amount of such commission or fee shall be notified to all members not less than seven (7) days before the meeting at which the commission or fee is to be considered. Liquidators' commission
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:- Distribution on winding up
- (a) if the company shall be wound up and the assets available for distribution among the members as such, shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively; and
- (b) if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.
162. In the event of a winding up of a Company, every member of the Company shall be bound, within fourteen (14) days, after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some resident in Malaysia upon whom all summons, notices, process orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and serve upon any such appointee, whether appointed by the member or the Liquidator shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement in a newspaper circulating in Malaysia, or by a registered letter sent through the post and addressed to such member at his address as mentioned in the Register of Members, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted. Notice of winding up

BORROWING POWERS

163. The Directors may borrow or raise from time to time or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by issues of debenture (whether at par or at a discount or premium) or otherwise as they may think fit provided that such borrowings, mortgage or charge of any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or issue of debentures and other securities is to secure the debt, liability or obligation of the Company and/or a related company (as defined in the Act). Directors' borrowing powers
164. If the Directors or any of them, or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. Indemnity to Directors

INDEMNITY

165. Subject to the provisions of and so far as may be permitted by the Act every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any findings or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

Company to indemnify

SECRECY CLAUSES

166. Save as may be expressly provided by the Act no member shall be entitled to enter into or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, would not be in the best interests of the Company to permit such communication to the public.

Secrecy clause

DESTRUCTION OF DOCUMENTS

167. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after the expiration of six (6) years from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:

Destruction of documents

- (i) the foregoing provision of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to claim;
- (ii) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
- (iii) reference in this Article to the destruction of any document includes reference to its disposal in any manner.

ALTERATION OF ARTICLES

168. Subject to the Act and to the prior written approval of the Stock Exchange, the Company may by special resolution alter or add to its articles.
169. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any of the Central Depository and other appropriate authorities, to the extent required by the law, notwithstanding any provisions in these Articles to the contrary.

Alteration of Articles

Compliance with Statutes, Regulations and Rules

EFFECTS OF THE LISTING REQUIREMENTS

170. Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
171. Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.

Compliance with Statutes, Regulations and Rules

172. 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).
173. 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.
174. If the Listing Requirements require these Articles not to contain a provision and they contain such provision, these articles are deemed not to contain that provision.
175. 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.
176. For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Kuala Lumpur Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.