

**THE COMPANIES ACT, 1965
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

And

ARTICLES OF ASSOCIATION

Of

SUNWAY CONSTRUCTION GROUP BERHAD
(Company No. 1108506-W)

Incorporated on the 10th day of September 2014



BORANG 8
AKTA SYARIKAT 1965

[Seksyen 16(4)]

No. Syarikat – MyCoID

1108506	W
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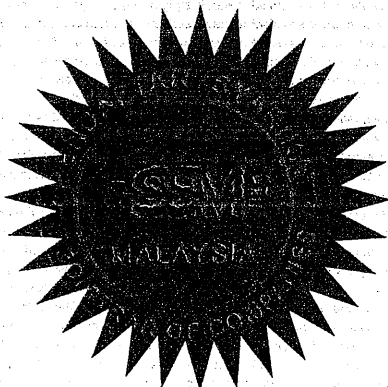
PERAKUAN PEMERBADANAN SYARIKAT AWAM

Dengan ini diperakui bahawa

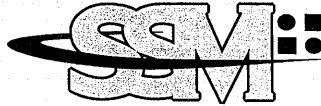
SUNWAY CONSTRUCTION GROUP BERHAD

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari
10 haribulan September 2014, dan bahawa syarikat ini adalah sebuah syarikat berhad
menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 10 haribulan September 2014



DATO' MOHD NAIM DARUWISH
PENDAFTAR SYARIKAT
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 23
AKTA SYARIKAT 1965

[Seksyen 52(3)]

No. Syarikat

1108506	W
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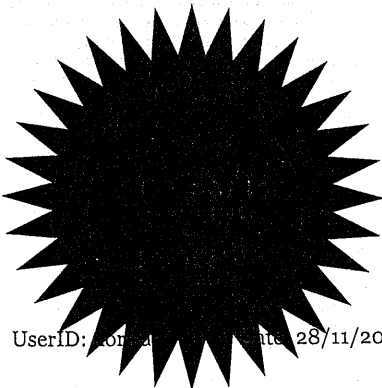
**PERAKUAN DI BAWAH SEKSYEN 52 (3)
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

Saya, NOORLIDA HANIM BINTI AHMAD, Penolong Pendaftar
Syarikat, dengan ini memperakui bahawa

SUNWAY CONSTRUCTION GROUP BERHAD

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

Diberi di bawah tandatangan saya pada 28 haribulan November 2014.



**NOORLIDA HANIM BINTI AHMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**

UserID: [redacted] Date: 28/11/2014 10:03:40 AM

THE COMPANIES ACT, 1965

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SUNWAY CONSTRUCTION GROUP BERHAD

1. The name of the Company is SUNWAY CONSTRUCTION GROUP BERHAD.
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of an investment holding company and for that purpose to acquire and hold, either in the name of the Company or that of any nominee, shares, stocks, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world, and to vary the investments of the Company from time to time as considered fit by the Directors of the Company; as well as to provide services of economic, financial, industrial, commerce or similar nature which may from time to time be in the interests of the Company to provide.
 - (c) To acquire the entire issued and paid up share capital of Sunway Construction Sdn Bhd for the purpose of implementing an internal reorganisation exercise undertaken by Sunway Berhad.

And it is hereby declared that the word “company” in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the object specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

4. The powers of a company as set forth in the Third Schedule to the Companies Act, 1965 shall apply to the Company
5. The liability of the members is limited
6. The share capital of the Company is RM2,000,000,000/- divided into 10,000,000,000 ordinary shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
7. Subject always to the respective rights, terms and conditions mentioned in Clause 6 hereof the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company

Adopted by
Special
Resolution
passed on 7
November 2014

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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TAN KIM AUN
 NRIC NO.: 620612-07-5423
 29, Jalan Midah 2
 Taman Midah
 56000 Kuala Lumpur

COMPANY
 SECRETARY

ONE

KWAN FOH KWAI
 COMPANY DIRECTOR

TAN POH CHAN (f)
 COMPANY DIRECTOR

SUNWAY HOLDINGS SDN BHD
 COMPANY NO: 37465-A
 Level 16, Menara Sunway
 Jalan Lagoon Timur
 Bandar Sunway
 47500 Subang Jaya
 Selangor Darul Ehsan

BODY CORPORATE
 CONTROLLED BY
 CITIZENS WHO ARE
 NON-MALAYS AND
 NON NATIVES

NINE

Total number of shares taken...

TEN

Dated this 9th day of September 2014

Witness to the above signatories :-

Name : Chin Lee Chin (f)
 Occupation : Company Secretary
 Address : Level 16, Menara Sunway
 Jalan Lagoon Timur
 Bandar Sunway
 47500 Subang Jaya
 Selangor Darul Ehsan

THE COMPANIES ACT, 1965

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SUNWAY CONSTRUCTION GROUP BERHAD

[Adopted pursuant to a Special Resolution passed on 7 November 2014]

TABLE "A" EXCLUDED

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

Interpretation	2.	In these Articles, unless inconsistent with the subject or context, the words standing in the left hand column appearing below in this Article 2 shall have the meanings set out opposite to them respectively in the right hand column appearing below in this Article 2:-
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Definition	WORDS	MEANINGS
	Act Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force concerning and affecting the Company.
	These Articles These Articles of Association as altered from time to time by special resolution.
	Central Depositories Act Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof from time to time in force.
	Bursa Depository Bursa Malaysia Depository Sdn Bhd.
	Company Sunway Construction Group Berhad
	Deposited Security A deposited security as defined in Section 2 of the Central Depositories Act.
	Depositor A holder of a Securities Account established by Bursa Depository.

Directors	The Directors for the time being of the Company.
General Meeting Record of Depositors	The Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before a general meeting and issued by Bursa Depository to the Company.
Independent Director	<p>A Director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company. Without limiting the generality of the foregoing, an independent Director is one who:-</p> <ul style="list-style-type: none"> (a) is not an executive Director of the Company or any related corporation of the Company; (b) has not been within the last two (2) years and is not an officer (except as a non-executive director) of the Company or any related corporation of the Company. For this purpose, “officer” shall have the meaning given in Section 4 of the Act; (c) is not a Major Shareholder of the Company or any related corporation of the Company; (d) is not a family member of any executive Director, officer or Major Shareholder of the Company or any related corporation of the Company. For this purpose, “family member” means a person who falls within any one of the following categories: <ul style="list-style-type: none"> (i) spouse; (ii) parent; (iii) child including adopted child and step-child; (iv) brother or sister; and (v) spouse of the person referred to in subparagraphs (iii) and (iv) above;

- (e) is not acting as a nominee or representative of any executive Director or Major Shareholder of the Company or any related corporation of the Company;
- (f) has not been engaged as an adviser by the Company or any related corporation of the Company under such circumstances as prescribed by the Stock Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Company or any related corporation of the Company under such circumstances as prescribed by the Stock Exchange; or
- (g) has not engaged in any transactions with the Company or any related corporation of the Company under such circumstances as prescribed by the Stock Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the Company or any related corporation of the Company under such circumstances as prescribed by the Stock Exchange.

Listed	Admitted to the Official List and “listing” shall be construed accordingly
Listing Requirements	The Listing Requirements of the Stock Exchange or any modification, amendment or re-enactment thereof for the time being in force.
Major Shareholder	A person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:- <ul style="list-style-type: none"> (a) ten percent (10%) or more of the aggregate of the nominal amounts of all the voting shares in the

corporation; or

- (b) five percent (5%) or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, “interest in shares” has the meaning given in Section 6A of the Act.

Market Day	A day on which the stock market of the Stock Exchange is open for trading in Securities.
Member	Includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes Bursa Depository in its capacity as a bare trustee.
Month	Calendar month.
Official List	A list specifying all Securities listed on the Main Market of the Stock Exchange.
Office	The registered office for the time being of the Company.
Record of Depositors	A record provided by Bursa Depository to the Company under the Rules.
Register	The register of Members of the Company to be kept pursuant to the Act.
Rules	The Rules of Bursa Depository or any modification, amendment or re-enactment thereof for the time being in force.
Seal	The Common Seal of the Company.
Secretary	any person or persons appointed to perform the duties of the Secretary of the Company either temporarily or otherwise and includes an assistant or deputy secretary.
Securities	Securities as defined in Section 2 of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force.
Securities Account	An account established by Bursa Depository for a Depositor for the recording of deposit of Securities and for dealings in such Securities by the

Depositor, as defined in the Central Depositories Act and/or the Rules.

shares	The shares of the Company.
Stock Exchange	Bursa Malaysia Securities Berhad.
year	A year from the 1st day of January to the 31st day of December, inclusive.

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

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

Words importing the masculine gender only shall include the feminine and neuter genders.

Words importing persons shall include individual, company, corporations, firms, partnerships, joint venture, association, organisation, trust, state or agency of a state (in each case, whether or not having separate legal personality).

Expressions in the Act to bear same meaning in Articles

Subject as aforesaid, any words or expressions defined in the Act, the Central Depositories Act, the Listing Requirements and the Rules shall, if not inconsistent with these Articles, bear the same meanings in these Articles.

Time

Where by these Articles, a minimum period is prescribed within which an act is to be done or omitted to be done and such minimum period is less than the minimum period required by any law from time to time, such minimum period as set out in these Articles shall be increased to such minimum period as may be required by law.

Where by these Articles, a maximum period is prescribed within which an act is to be done or omitted to be done and such maximum period exceeds the maximum period imposed by any law from time to time, such maximum period as set out in these Articles shall be decreased to such maximum period as may be permitted by law.

Headings and subheadings

The headings and subheadings in these Articles are inserted for convenience only and shall not affect the construction of these Articles or be read as essential part of these Articles.

BUSINESS

Directors may undertake or discontinue any business

3. The business of the Company shall comprise all the business mentioned or included in the Memorandum of Association and matters incidental or ancillary thereto, and the business shall, subject to the provisions of these Articles, be carried out by or under the management of the Directors and according to such regulations as the

Directors may from time to time prescribe. Any branch or kind of business which the Company may carry on may be undertaken and may be suffered to be in abeyance (whether such branch or kind of business may have been actually commenced or not) so long as the Directors shall from time to time consider advisable.

SHARES

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| Authorised share capital | 4. The authorised share capital of the Company is Ringgit Malaysia Two Billion (RM2,000,000,000/-) divided into Ten Billion (10,000,000,000) ordinary shares of Twenty Sen (RM0.20/-) each, with power for the Company from time to time to increase or reduce such capital and/or to subdivide or consolidate such capital (original, increased or reduced) and/or to divide the shares forming the capital (original, increased or reduced) into several classes or otherwise howsoever to alter such capital. |
| Allotment, grant of option etc. | 5. Subject to the Act and to the conditions, restrictions and limitations expressed in these Articles and without prejudice to any special or preferred rights previously conferred on the holders of any existing shares or class of shares, the Directors may issue and allot, grant options over or otherwise dispose of new shares in the capital of the Company to such persons, at such time and on such terms as they think proper PROVIDED ALWAYS THAT:-

(a) no shares shall be issued at a discount except in compliance with the provisions of the Act;

(b) in the case of shares of a class other than ordinary shares, the rights attaching to such shares shall be expressed in these Articles;

(c) every issue of shares or options to be granted to employees and/or Directors shall be subject to the prior approval of the Members in general meeting. However, no Director shall participate in any issue of shares or option to be granted unless the Members in general meeting shall have approved the amount of shares to be issued or the amount of shares which are the subject of the option to be granted to such Director and the terms of such issue or option; and

(d) in the case of shares offered to the public for subscription, the amount payable upon subscription for each such share shall not be less than one hundred percent (100%) of the nominal amount of such shares |
| Issue of shares with preferred or special rights | 6. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such |

preferred, deferred or other special rights or such restrictions whether in regard to dividend voting, return of capital or otherwise as shall be expressed in the ordinary resolution creating the same and where such shares are preference shares, the rights attached thereto shall also be set out in the Articles when such preference shares are issued.

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| Issue of preference shares | 7. Subject to the Act and the Listing Requirements, preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as shall be provided in these Articles at the time such preference shares are issued. |
| Repayment of preference capital | 8. The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights may only be made pursuant to a special resolution of the preference shareholders concerned. |
| Allotment and despatch of notices of allotment | 9. Subject to provisions of the Act, the Central Depositories Act and the Rules, the Company shall issue, allot and despatch notices of allotment to the allottees and make an application for the quotation of such Securities within such period as may be prescribed under the Listing Requirements or by the Stock Exchange from time to time. |
| Crediting of Securities Accounts | 10. The Company shall take all steps as are necessary to ensure that all new issues of Securities by the Company for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where the Company is specifically exempted from compliance with the Central Depositories Act in which event it shall so similarly be exempted from compliance with this Article. For this purpose, the Company is authorised to notify Bursa Depository of the names of the allottees and all particulars required by Bursa Depository, to enable Bursa Depository to make the appropriate entries in the Securities Accounts of such allottees. Notwithstanding anything in these Articles, the Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Stock Exchange as applicable to any allotment of its Securities. |
| No crediting of Securities Accounts until authorised to list | 11. The Company must not cause or authorise its share registrar to cause the Securities Account of the allottees to be credited with the additional Securities until after the Company has filed with the Stock Exchange applications for listing of such additional Securities and been notified by the Stock Exchange that the additional Securities have been authorised for listing. |

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| Power to purchase own shares | 12. | Subject to and in accordance with the provisions of the Act, the Listing Requirements and such other relevant laws, regulations or guidelines, the Company is allowed and shall have the power, to the fullest extent permitted, to purchase its own shares. Any shares in the Company so purchased by the Company, shall be dealt with as provided by the Act, the Listing Requirements and such other relevant laws, regulations or guidelines. |
| Powers of paying commission and brokerage | 13. | Subject to the Act, the Company may exercise the powers of paying commissions conferred by the Act to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. Subject to the Act, such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. |
| Shares issued for purpose of raising money for the construction of works or buildings | 14. | Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid-up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or the provision of the plant. |
| Trust not to be recognised | 15. | Except as required by law, no person shall be recognised by the Company as holding any Security upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Security, or any interest in any fractional part of a Security, or any other rights in respect of any Security, except an absolute right to the entirety thereof in the registered holder except only as otherwise provided for by these Articles, the Act or Central Depositories Act required or pursuant to any order of court. |

VARIATION OF RIGHTS

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| How special rights of shares may be varied | 16. | If at any time the share capital of the Company is divided into different classes of shares, the repayment of such rights and privileges attached to each class may subject to the provisions of the Act be varied, modified, commuted, dealt with, affected or abrogated with the sanction of a special resolution, which shall be carried only with the approval of not less than three-fourths (3/4) of the nominal amount of issued shares of each class and passed at a separate general meeting of the holders of the shares of that class but not otherwise. To every such separate general meeting, the provisions of |
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these Articles relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy one-third (1/3) in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two (2) holders of shares of the class present in person or by proxy shall be a quorum). Provided however that in the event of the necessary majority not having been obtained in the manner aforesaid, consent in writing may be secured from Members holding at least three-fourths (3/4) of the issued shares of the class and such consent if obtained within two (2) months from the date of the general meeting shall have the force and validity of a special resolution duly carried by a vote in person or by proxy.

LIEN ON SHARES

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| Company to have paramount lien | 17. | Subject to the Act, the Central Depositories Act, the Rules and the Listing Requirements, the Company shall have a first and paramount lien on any share (not fully paid-up) registered in the name of a Member for all moneys (whether presently payable or not) due by him or his estate, to the Company in respect of the unpaid calls and instalments upon that specific share, and for such amounts as the Company may be called upon by law to pay and has paid in respect of the share of the Member or deceased Member. The Company's lien, if any, on a share shall extend to all dividends payable thereon. |
| Notice to pay amount due | 18. | <p>Subject to the Act, the Central Depositories Act and the Rules, the Company may sell in such manner as the Directors think fit, any shares on which the Company has a lien, but no sales shall be made unless:</p> <p>(a) a sum in respect of which the lien exists is presently payable;</p> <p>(b) a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable comprising of unpaid calls accrued and interest and expenses within fourteen (14) days from the date of such notice, has been given by or on behalf of the Company to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy; and</p> <p>(c) no payment has been received by the Company before the expiry of the said fourteen (14) day period.</p> |
| Transfer of forfeited shares | 19. | To give effect to any such sale, the Directors may authorise any person to transfer, subject to the Act, the Central Depositories Act and the Rules, the shares sold to |

the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only.

Application of proceeds of sale

20. Subject to the Act, the Central Depositories Act, the Listing Requirements and the Rules, the proceeds of any such sale shall be received by the Company and applied in or towards payment of the unpaid calls and instalments, 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, accrued interest and costs relating to the sale and the balance, if any, shall be paid by the Company to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

CALLS ON SHARES

Calls when payable

21. (1) The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen (14) days' notice at least is given of each call, and each Member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Instalments similar to calls

- (2) If by the terms of the issue of any shares or otherwise, any amount is made payable at any fixed time or by instalments at any fixed times such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all provisions hereof with respect to the payment of calls and interests thereon or to the forfeiture of shares for non-payment of calls shall apply to such amount or instalments and the shares in respect of which they are payable.

Evidence of action for call

- (3) At the trial or hearing of any action or other proceeding for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register or Record of Depositors as the holder of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minutes book and that notice of

such call was duly given to the Member sued according to the provisions of these Articles and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made duly convened and constituted nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Members sued to the Company.

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| Interest on unpaid calls | 22. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call at such rate not exceeding ten percent (10%) per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part. |
| Non-payment of calls | 23. | Any sum which by the terms of allotment of a share becomes payable upon allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles shall apply as if such sum were a call duly made and notified as hereby provided. |
| Arrangements and time for payment of calls | 24. | The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares as to the amount of calls to be paid and in the time of payment of such calls. |
| Payment in advance of calls | 25. | (1) The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding ten percent (10%) per annum, as may be agreed upon between the Directors and the Member paying such sum in advance. No such sum paid in advance of calls, whist carrying interest, shall entitle the Member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable nor confer a right to participate in profits. |
| No right to exercise privilege or to receive dividend | (2) | No Member shall be entitled to receive any dividend (if any is payable to such Member) or otherwise to exercise his privileges or rights as a Member until he shall have paid all calls for the time due and payable on every share held by him |

together with all interests (if any) payable by him.

INFORMATION ON SHAREHOLDING

Company may give notice

26. (1) The Company may by notice in writing (but shall not be bound by this Article) require any Member within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds any voting shares in the Company as nominee or beneficial owner or as trustee; and
 - (b) if he holds them as nominee or trustee, to indicate so far as he can the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.

- (2) Where the Company is informed in pursuance of a notice given to any person under sub-Article (1) hereof or under this sub-Article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-

- (a) to inform it 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 persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.

Member to inform Company

- (3) The Company may by notice in writing require a Member to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an 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 or arrangement and the parties to it.

TRANSFER OF SECURITIES

Transfer

27. The transfers of any Deposited Securities or class of Deposited Securities in the Company shall be by way of book entry by Bursa Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the

Act, but subject to Section 107C(2) of the Act and any exemptions that may be made from compliance with Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities.

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| Refusal to register transfers | 28. | Bursa Depository may refuse to register any transfer of Deposited Securities if it does not comply with the Central Depositories Act or the Rules. |
| Closing of Register | 29. | The Register and/or Record of Depositors may be closed at such times and for such period as the Directors may from time to time determine provided that it shall not be closed for more than thirty (30) days in aggregate in any calendar year. Any notice of intention to close the Register and/or Record of Depositors and the reason therefor shall be given to the Stock Exchange, such closure of the Register and/or Record of Depositors shall be at least ten (10) Market Days after the date of notification to the Stock Exchange (or such other notice period as shall be prescribed by the Stock Exchange). The said notice shall state the books closing date and purpose or purposes for the books closing. In relation to the books closing, the Company shall give written notice to Bursa Depository to issue the appropriate Record of Depositors in accordance with the Central Depositories Act and the Rules within such time as is required by Bursa Depository to enable Bursa Depository to issue the relevant Record of Depositors. |
| Fee relating to title to Securities | 30. | There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any Securities, such fee as the Directors may from time to time require or prescribe. |

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

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| Foreign Register | 31. | Where:-

(1) the Securities of the Company are listed on another stock exchange; and

(2) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities, |
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the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders

maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

TRANSMISSION OF SECURITIES

- Death of holder
32. In the case of the death of a holder of Deposited Securities in the Company, one (1) of the executors or administrators of the deceased shall subject to the executors' and administrators' compliance with all the requirements of the Rules and having been recorded in the Record of Depositors as the Depositor in lieu of the deceased holder, be the only person recognised by the Company as having any title to his interest in the Deposited Securities; but nothing herein contained shall release the estate of a deceased holder of the Deposited Securities from any liability in respect of any Deposited Securities which had been held by him.
- Security of deceased or bankrupt holder
33. Any person becoming entitled to Deposited Securities in consequence of the death or bankruptcy of a holder of Deposited Securities may, upon such evidence of title being produced as may from time to time be required by Bursa Depository and the Rules and subject as hereinafter provided and if permitted by the Rules, elect either to be registered himself as holder of the Deposited Securities or to have some person nominated by him registered as the transferee thereof, but Bursa Depository shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Deposited Securities by that holder of such Deposited Securities before his death or bankruptcy. Before recognising any executor or administrator, Bursa Depository may require him to take out grant of probate or letters of administration as evidence. Subject to the Central Depositories Act and the Rules, a transfer of the Deposited Securities may be carried out by the person becoming so entitled in accordance with the Rules.
- Election of person entitled to be registered himself
34. If the person so becoming entitled as referred to in Article 33 elects to be registered himself, he shall deliver or send to the Company and Bursa Depository a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer (in such form as required by the Rules) of the Deposited Securities. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of Deposited Securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the holder of the Deposited Securities had not occurred and the notice or transfer were a transfer signed by that holder of the Deposited Securities.
- Person entitled to or may receive dividend
35. Where the holder of any Deposited Securities dies or becomes bankrupt, his personal representatives or the

etc.

assignee of the estate, as the case may be, shall, subject to the said personal representative or assignee having been recorded in the Record of Depositors as the Depositor in lieu of the deceased or bankrupt holder, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to receive and may give a discharge for all dividends and other moneys or distributions payable in respect of the Deposited Securities and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the holder would have been entitled to if he had not died or become bankrupt.

FORFEITURE OF SHARES

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| Notice to pay calls | 36. If any Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for the payment thereof the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid, together with interest thereon at such rate not exceeding ten percent (10%) per annum as the Directors shall from time to time determine and any expenses that may have been incurred by the Company by reason of such non-payment. |
| Length of notice | 37. The notice shall specify the latest day and time (not earlier than the expiration of seven (7) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at the time and day and at the place appointed, the share in respect of which such call was made will be liable to be forfeited. |
| Failure to comply with notice | 38. 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 the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends and other distributions in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. The Directors may accept the surrender of any share liable to be forfeited hereunder. |
| Notice of forfeiture | 39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to Bursa Depository and holder of the share or to the person entitled to the share by reason of death or bankruptcy, as the case may be within fourteen (14) days of the forfeiture. An entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the share. |

- Cancellation of forfeiture 40. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of, cancel the forfeiture upon the terms of payment of all calls and interest due upon the share to the date of payment and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
- Sale of forfeited share 41. Every share which shall be forfeited shall thereupon become the property of the Company, and may be subject to the Act, the Central Depositories Act and the Rules either be cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit.
- Liability to Company of persons whose shares are forfeited 42. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate not exceeding ten percent (10%) per annum, as the Directors shall think fit, from the date of forfeiture until payment but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. If any shares are forfeited and sold, any residue after the satisfaction of unpaid calls, instalments payable and accrued interest and expenses shall be paid to the person whose shares are forfeited, or his executors, administrators or assignees or as he directs.
- Results of forfeiture 43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as are by the statutes given or imposed in the case of past Members.
- Evidence of forfeiture by the Company 44. A statutory declaration in writing that the declarant is a Director or the Secretary and that a share in the Company has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share adversely to the forfeiture thereof. Such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share. Such person shall be registered as the holder of the share and shall be discharged from all calls made prior

to such sale or disposition and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Residual amounts after sale of forfeited shares

45. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

CONVERSION OF SHARES INTO STOCK

Conversion of shares into stock and reconversion

46. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination. In the event of such conversion, all provisions of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions, the word "share" shall include "stock" and the word "shareholder" and "Member" shall include "stockholder".

Holders of stock may transfer their interests

47. 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 the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

Holders of stock have the same rights

48. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on a winding-up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantage.

ALTERATION OF CAPITAL

Power to increase capital

49. The Company in general meeting may from time to time by ordinary resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase directs.

Shares to be offered to
Members before issue

50. (1) Subject to the Listing Requirements and any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of 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 convertible Securities to which they are stated in the Record of Depositors as being entitled to. Such offer shall be made by notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such 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 convertible Securities offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or convertible Securities held by persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

Maximum number of
shares to be issued

(2) Subject to the Listing Requirements and notwithstanding the existence of a resolution pursuant to Section 132D of the Act, the Company 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 percent (10%) 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 Members in general meeting of the precise terms and conditions of the issue. Provided that in working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised. Provided further that except in the case of an issue of Securities on a pro rata basis to Members, no shares or other convertible Securities shall be issued to a Director, Major Shareholder or person connected with any Director or Major Shareholder unless the Members in general meeting have approved of the specific allotment to be made to

such aforesaid person, such approval to be obtained in accordance with the Listing Requirements.

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| Compliance with the Act | 51. | The Company shall duly observe and comply with the provisions of the Act, the Central Depositories Act, the Rules and the Listing Requirements from time to time prescribed by the Stock Exchange as applicable to any allotment of its shares. |
| Rights and liabilities attached to new shares | 52. | Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the original ordinary share capital of the Company and shall be subject to the same provisions herein contained with reference to the payment of calls or instalments, lien, transfer, transmission, forfeiture and otherwise as the original share capital. |
| | 53. | The Company may by ordinary resolution:- |
| Power to consolidate shares | (a) | Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares; |
| Power to cancel 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 or which have been forfeited and diminish the amount of its capital by the amount of shares so cancelled; |
| Power to subdivide shares | (c) | Subdivide shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association or these Articles (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have any 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; or |
| | (d) | subject to the Act, convert any class of shares into any other class of shares. |
| Power to reduce capital | 54. | Subject to the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required by law and/or confirmation by the Court. |

BORROWING POWERS

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| Borrowing powers of Directors | 55. | The Directors, in the exercise of the powers of the Company, may from time to time at their discretion raise or borrow for the purposes of the Company such sums of money as they think proper. |
| What security may be given | 56. | The Directors may also, in the exercise of the powers of the Company mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party as permitted under the Act and the Listing Requirements. |
| Debenture may be assignable | 57. | Debentures, debenture stock or other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. |
| Conditions of issue | 58. | Any debentures, debenture stock, bonds or other Securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. |
| Register to be kept | 59. | The Directors shall cause a proper register to be kept in accordance with the provisions of the Act, of all mortgages and charges especially those affecting the property of the Company. |
| Cost of inspection | 60. | The sum payable for each inspection of the register of charges shall be as provided in the Act. |

GENERAL MEETINGS

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| General meetings | 61. | A general meeting shall be held once in every year at such time and place as may be determined by the Directors but so that not more than fifteen (15) months shall be allowed to elapse between any two (2) annual general meetings. |
| Extraordinary general meeting | 62. | The abovementioned general meetings shall be called annual general meetings. All other general meetings other than the annual general meeting shall be called extraordinary general meetings. |
| Convening of extraordinary general meeting | 63. | The Directors may, whenever they think fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes a default convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act a meeting |

may be convened by such requisitionists in the manner provided in Section 144 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, so that in which meetings are to be convened by the Directors. General meetings may also be called as provided in Section 145 of the Act.

NOTICE OF GENERAL MEETINGS

Notice of general meeting and advertisement of notice

64. Subject to the provisions of the Act, the notices convening meetings 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), the auditors for the time being of the Company and the share registrar, at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is proposed or where it is an annual general meeting. 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 be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Stock Exchange and each stock exchange on which the Company is listed. Provided that the accidental omission to give notice to or the non-receipt of a notice by, any person entitled thereto shall not invalidate the proceedings at any general meeting.

Content of notice

65. (1) Every notice calling a general meeting shall specify the place and the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of him.
- (2) In the case of an annual general meeting, the notice shall also specify the meeting as such.
- (3) In the case of any general meeting at which business other than ordinary business is to be transacted, the notice shall specify the general nature of such special business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such business and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect and shall be accompanied by a statement regarding the effect of the proposed resolution.

- Meeting called at short notice
66. A general meeting shall, notwithstanding that it is called by a shorter notice than is required under the Act, be deemed to be duly called if it is so agreed:-
- (1) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; or
 - (2) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five percent (95%) in nominal value of the shares giving a right to attend and vote.

BURSA DEPOSITORY / RECORD OF DEPOSITORS

- Record of Depositors
67. (1) The Company shall request Bursa Depository in accordance with the Rules, to issue the Record of Depositors to whom notices of general meetings shall be given by the Company.
- Company to request for General Meeting
Record of Depositors
- (2) The Company shall also request Bursa Depository in accordance with the Rules, to issue the Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (hereinafter referred to as the “General Meeting Record of Depositors”). The General Meeting Record of Depositors shall be the final record of all Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meeting.
- (3) Subject to the Securities Industries (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.

PROCEEDINGS AT GENERAL MEETINGS

- Ordinary business
68. Ordinary business shall mean and include only business transacted at an annual general meeting of the following classes:-
- (i) Declaring dividends;
 - (ii) Considering the financial statements, balance sheet and the reports of the Directors and auditors;

- (iii) Fixing the remuneration of the Directors;
- (iv) Electing Directors in the place of those retiring or otherwise; and
- (v) Appointing auditors and fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.

Quorum of general meeting	69.	No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, two (2) Members present in person or by proxy, or in the case of corporations which are Members, present by their representatives appointed pursuant to the provision of these Articles and entitled to vote shall be a quorum. Notwithstanding the foregoing, a Depositor shall not be regarded as a Member entitled to attend any meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.
If quorum not present meeting adjourned or dissolved	70.	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 is a public holiday, then to the immediately following day which is not a 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, the Members present shall be a quorum and may transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the Members. Notwithstanding the foregoing, the Stock Exchange shall be advised of any adjournment and the reason(s) therefor.
Chairman	71.	The Chairman (if any) of the Board of Directors shall preside as chairman at every general meeting, but if there is no such chairman or if he is not present within fifteen (15) minutes after the time appointed for holding the meeting, any Director shall preside as chairman, but if no Director is present or if there is no Director chosen who shall be willing to act, then the Members present in person or by proxy and entitled to vote shall choose one of their own Members to act as chairman of the meeting.
Notice of adjournment	72.	The chairman of the meeting may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the

adjournment took place. When a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given in the same manner 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. Except as provided by the Act in the case of the annual general meeting, no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

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| How resolutions to be decided | 73. | <p>At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded:-</p> <ul style="list-style-type: none">(a) by the chairman of the meeting; or(b) by at least two (2) Members present in person or by proxy; or(c) by any Member or Members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the Members having the right to vote at the meeting; or(d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth (1/10) of the total sum paid-up on all the shares conferring that right. |
| Votes counted in error | 74. | <p>If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting or at any adjournment thereof, and unless in the opinion of the chairman of the meeting, it shall be of sufficient importance to vitiate the result of the voting.</p> |
| Objections | 75. | <p>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.</p> |
| Poll to be taken as
Chairman shall direct | 76. | <p>If a poll is duly demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The poll may be carried out either by using polling forms or by way of electronic polling at the discretion of the chairman. The electronic polling shall be carried out in such manner that the Board of Directors has approved prior to the general meeting, where such procedures will ensure the integrity</p> |

of the vote. Any vote cast by way of electronic polling shall be deemed to constitute a vote by the Members (or their proxies) for all purposes of these Articles.

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| Result of voting | 77. | A demand for a poll may be withdrawn and notice must be given of a poll not taken immediately. Unless a poll be so demanded (and the demand be not withdrawn), a declaration by the chairman that a resolution has on the show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. |
| No poll in certain cases | 78. | No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment. |
| Casting vote | 79. | In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. |
| Poll and continuance of meeting | 80. | 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 a poll has been demanded. |

VOTES OF MEMBERS

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| Votes of Members | 81. | A proxy shall be entitled to vote on a show of hands on any question at any general meeting. On a show of hands every Member who is present in person or by proxy shall have one (1) vote. In the case of a poll every Member who is present in person or by proxy shall have one (1) vote for every share held by him. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. |
| Vote of lunatic Member | 82. | If any Member becomes lunatic or be found to be of unsound mind, he may vote by his committee or other legal curator, and such committee or other legal curator may give his or their votes either personally or by proxy. |
| Appointment of proxy and qualification and rights of proxy | 83. | (1) Subject to Article 67, a Member shall be entitled to be present and to vote on any question either personally or by proxy, at any general meeting, on a show of hands or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. No Member shall be entitled to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. |

- (2) A Member who is entitled to attend and vote at a general meeting of the Company, or at a meeting of any class of Members, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting.
- (3) A proxy need not be a Member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- (4) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- (5) If a Member has appointed a proxy to attend a meeting and subsequently he attends such meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said meeting.

Authorised nominee and exempt authorised nominee

84. (1) Where a Member is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.
- (2) Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act, which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

- (3) Where a Member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (4) An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.

How instrument to be executed

85. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is a

corporation, either under its common seal or the hand of its officer or attorney duly authorised. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer.

Instrument to be left at the Office

86. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority, shall be legible and deposited at the Office or at such other place within Malaysia (if any) as is specified for that purpose in the notice convening the meeting either personally, by fax, electronic mail or by sending it through the post in a prepaid letter during business hours not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. In the case where the Member is a corporation and the instrument appointing a proxy is delivered by fax or electronic mail, the original proxy form shall also be deposited at the Office either personally or by post not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

Form of proxy

87. Any instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:-

PROXY FORM

Number of share(s) held	
CDS Account No.	

PROXY 'A'

I/We *NRIC No./Passport No./Company No.
 Tel/Mobile No
 of being a member of SUNWAY
 CONSTRUCTION GROUP BERHAD and entitled to vote
 hereby appoint
 *NRIC No./Passport No. Tel/Mobile
 No..... of or failing him/her,
 the Chairman of the Meeting as my/our 1st proxy to attend and
 vote for me/us on my/our behalf at the Annual / Extraordinary
 General Meeting of the Company to be held at
 on at..... and at any adjournment thereof.

WHERE THE MEMBER DESIRES TO APPOINT A 2ND PROXY, THIS SECTION MUST ALSO BE COMPLETED, OTHERWISE IT SHOULD BE DELETED.

PROXY 'B'

I/We*NRIC No./Passport No./Company No.
 Tel/Mobile No.
 of..... being a member of SUNWAY
 CONSTRUCTION GROUP BERHAD and entitled to vote
 hereby appoint
 *NRIC No./Passport No. Tel/Mobile
 No..... of or failing him/her, the
 Chairman of the Meeting as my/our 2nd proxy to attend and vote
 for me/us on my/our behalf at the Annual / Extraordinary General
 Meeting of the Company to be held at on
 at..... and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our
 proxies are as follows:-

1st Proxy 'A' - % (to be completed)
 2nd Proxy 'B' - % (to be completed)

Total: 100%
 =====

In case of a vote taken by a show of hands, *1st Proxy 'A' / *2nd
 Proxy 'B' shall vote on my/our behalf.

**Delete if inapplicable.*

My/our proxy/proxies shall vote as follows:-

(Please indicate with an "X" in the space below how you wish
 your votes to be cast. If no specific direction as to voting is given,
 the proxy/proxies will vote or abstain from voting on the
 resolutions at his/their discretion)

RESOLUTION(S)	1 ST PROXY 'A'		2 ND PROXY 'B'	
	FOR	AGAINST	FOR	AGAINST

Dated thisday of 20

Signature of Member.....

Every right exercisable
 by attorney

88. Every power, right or privilege herein given to any
 Member to convene, attend, vote at and in any way take
 part in any meeting of the Company, may be exercised in
 the event of such Member being abroad by any attorney or
 attorneys duly appointed by such Member provided that
 the power of attorney is produced at or reach the Office
 either personally, by fax, or by sending it through the post
 in a prepaid letter during business hours at least forty-eight
 (48) hours before the same is acted on. And any vote
 given or things done by such attorney or attorneys shall be
 valid notwithstanding the previous death of the Member
 giving such power of attorney or the revocation of such

power of attorney provided no intimation in writing of the death or revocation shall have been received at the Office and before such vote is given or thing done.

DIRECTORS

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| Number of Directors | 89. Until otherwise determined by the Company in a general meeting, the number of Directors (disregarding alternate directors) shall not be less than two (2). Subject to the Listing Requirements, at least two (2) Directors or one-third (1/3) of the Board of Directors, whichever is higher, shall be Independent Directors. |
| Appointment of additional Directors | 90. Subject to Article 89, the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election (but he shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting). |
| Director need not be Member | 91. It shall not be necessary for a Director to hold any shares in the share capital of the Company in order to qualify to be a Director. |
| Qualification, vacation of office and removal of directors | 92. No person shall be appointed or allowed to act as a Director or be involved whether directly or indirectly in the management of the Company, including acting in an advisory capacity in relation to the Company, if he:-

(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;

(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or

(c) has been convicted by a court of law of an offence under the securities laws or the Act, |

within a period of five (5) years (or such period as shall be prescribed by the Stock Exchange) from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

For the purpose of this Article, “securities laws” means the Capital Markets and Services Act 2007, the Central Depositories Act and the Securities Commission Act 1993, or such other prevailing laws or regulations of the relevant authorities.

Office of Director vacated in certain circumstances

93. Subject as herein otherwise provided and to the terms of any subsisting agreement, the office of a Director shall be vacated:-
- (a) If he becomes a bankrupt or makes any arrangement or composition with his creditors generally during his term of office;
 - (b) If he becomes of unsound mind during his term of office;
 - (c) If he ceases to be a Director by virtue of the Act;
 - (d) If he resigns from his office by notice in writing given to the Company;
 - (e) If he is removed from his office by ordinary resolution of the Company in general meeting of which special notice has been given;
 - (f) if he becomes prohibited from being a Director by reason of any order made under the Act;
 - (g) If he is absent from more than fifty percent (50%) of the total Directors' meetings held during a financial year of the Company PROVIDED THAT the Stock Exchange may, on application by the Company, allow such Director to continue holding his office on such circumstances as may be approved by the Stock Exchange; or
 - (h) If he is convicted by a court of law, whether within Malaysia or elsewhere in relation to the offences set out herein in Article 92.

MANAGING DIRECTORS

Directors may appoint Managing Director

94. (1) The Directors may from time to time appoint or renew the appointment of any one or more of their body to be the managing director(s) of the Company for such period not exceeding such maximum period as shall be permitted by the Listing Requirements, if any and upon such terms as they think fit, and may vest in such managing director(s) such of the powers hereby vested in the Directors generally as they may think fit and such powers may be made exercisable for such period or periods, and upon such conditions, and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The Directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, subject thereto such managing director shall be subject to the control of the Board of Directors

and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Remuneration of
Managing Director

- (2) The remuneration of a managing director shall subject to the terms of any agreement entered into in any particular case, be by way of salary or participation in profits or by any or all of those modes but shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon his retirement.

Special position of
Managing Director

95. A managing director shall be subject to the same provisions as to resignation and removal as the other Directors, and shall be subject to retirement by rotation, and be reckoned as Directors for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and if he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a managing director.

DIRECTORS' REMUNERATION

Remuneration of Directors

96. The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Directors who shall hold office or part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that:
- (a) fees payable to non-executive Directors shall be by way of a fixed sum and not by a commission on or percentage of profits or turnover;
 - (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
 - (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
 - (d) save as expressly set out in these Articles, any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of
expenses to Director

97. The Company may reimburse to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any

committee of the Directors, or general meetings, or otherwise in or about the business of the Company in the course of the performance of his duties as a Director.

ALTERNATE DIRECTORS

- Appointment of alternate director and remuneration of alternate director
98. (a) Any Director may at any time by writing under his hand and deposited at the Office appoint any person approved by a majority of the other Directors to be his alternate director. Any fee paid by the Company to the alternate director shall be deducted from the remuneration of the Director who appointed such alternate director.
- Nomination of alternate director
- (b) The nomination of an alternate director shall be valid if made by fax or electronic mail, provided that such nomination shall be confirmed by a written nomination complying with the abovementioned requirements, and any act done by the alternate director nominated in such fax or electronic mail between the date thereof and the date of receipt by the Company of the written nomination shall be valid and effective as if such alternate director had been duly appointed in the first instance.
- Revocation
- (c) Any appointment of an alternate director may be revoked at any time by the Director appointing him.
- Office of alternate director vacated in certain circumstances
- (d) The appointment of an alternate director shall ipso facto be vacated:-
- (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director;
 - (ii) if his appointor ceases for any reason to be a Director;
 - (iii) if his appointor or the majority of the other Directors revoke his appointment by delivering a written notice to such effect to the Office; or
 - (iv) if he resigns from his office by notice in writing given to the Company.

If however any Director retires by rotation and is re-elected by the Company in general meeting or is deemed to be re-elected at the meeting at which such retirement took effect, any appointment of an alternate director made by him pursuant to these Articles which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired.

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| Alternate directors entitled to notice | (e) An alternate director shall be entitled to receive notices of meetings of the Directors and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present and generally in the absence of his appointor to perform all the functions of his appointor as Director. |
| Alternate director an officer of the Company | (f) Every person acting as an alternate director shall be an officer of the Company and he shall not be deemed to be an agent of the Director whom he represents. An alternate director may be reimbursed by the Company such expenses as might properly be reimbursed to him as if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid and as expressly set out in these Articles, he shall not in respect of such appointment be entitled to receive any remuneration from the Company. |

POWERS AND DUTIES OF DIRECTORS

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| General power of Directors to manage Company's business | 99. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do on behalf of the Company all such acts as are within the scope of the Memorandum and Articles of Association of the Company and as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to these Articles, the provisions of the Act and such regulations not being inconsistent with these Articles as may be prescribed by the Company in general meeting, but no regulation so made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. Provided that any acquisition or disposal of a substantial portion of the Company's undertaking or property shall be subject to the approval by the Members in general meeting. |
| Directors' borrowing powers | 100. The Directors may exercise all the powers of the Company to borrow or raise money for the purpose of the Company's or any of its related company's business on such terms as they think fit and may secure the repayment of the same by mortgage or charge upon the whole or any part of the Company's or subsidiaries' undertaking, property (both present and future) and uncalled or unissued capital and may issue bonds, debentures and other securities whether charged upon the whole or part of the assets of the Company or otherwise. |

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| Power to appoint attorneys | 101. | The Directors may from time to time and at any time, by power of attorney or otherwise appoint any one or more of their number or any other person or persons (whether employed by the Company or not) or any company or firm to be attorneys or agents of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) including the power to sub-delegate and for such period and on such conditions as the Directors may think fit and they may revoke or vary any such appointment or delegation, but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby. |
| Use of seal abroad | 102. | The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad, and the powers conferred by the provisions of the Act with regard to the keeping of a branch register. |
| Signature of cheques and bills | 103. | All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. |
| Continuing Directors may act to fill vacancies or summon meetings | 104. | The remaining Directors may continue to act at any time, notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the remaining Directors may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company, but not for any other purpose. |
| APPOINTMENT AND RETIREMENT OF DIRECTORS | | |
| Notice for election | 105. | No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him for election has, at least eleven (11) clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or signifying the intention of such Member to propose him for election, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary. Notice of every candidate for election as a Director shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. |
| Removal of Directors | 106. | Subject to the provisions of the Act, the Company may by ordinary resolution of which special notice has been given, |

remove any Director before the expiration of his period of office, and may, if thought fit, by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.

Retirement by rotation

107. (1) At the first annual general meeting of the Company, all the Directors (including the managing director(s)) shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office. An election of Directors shall take place each year. Each Director shall retire once at least in each three (3) years but shall be eligible for re-election.
- (2) The Directors to retire in each year shall be those who, being subject to retirement by rotation, have been longest in office since their last election, but as between persons who became Directors or were last re-elected as Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (3) A retiring Director shall retain office until the close of the meeting at which he retires.
- (4) A retiring Director shall be eligible for re-election.

Re-election of retiring Directors

108. The Company at the meeting at which a Director retires under any provision of these Articles may by ordinary resolution fill up the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected unless:
- (a) at such meeting, it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

109. At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

PROCEEDINGS OF DIRECTORS

- Meeting of Directors and notice of meeting
110. The Directors or a committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. Notice of meetings shall be given in writing to all Directors. It shall not be necessary to give notice of a meeting of Directors to any Director or Alternate Director for the time being absent from Malaysia.
- Quorum and voting
111. The quorum necessary for the transaction of business of the Directors shall be two (2) Directors. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote, except that where two (2) Directors form a quorum and only two (2) Directors are present, or there are only two (2) Directors who are competent to vote on the question at issue, the Chairman shall not have a casting vote.
- Participation at Directors' meetings by way of teleconferencing
112. Notwithstanding any provisions to the contrary contained in these Articles, any Director may participate at a meeting of Directors by way of telephone or video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other, in which event such Director shall be deemed to be physically present at the meeting whether for the purposes of these Articles or otherwise. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting provided that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting.
- Election of Chairman
113. The Directors or a committee of Directors may from time to time elect a chairman of the Board of Directors who shall preside at meetings of Directors and determine the period for which he is to hold office. The chairman so elected, shall preside at all Directors' meetings but if no such chairman be elected or if at any meeting, the chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as chairman of such meeting.
- Power to appoint committees
114. The Directors may delegate any of their powers to committees consisting of such members of their body or any other person or persons 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.

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| Chairman of committees | 115. | A Committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. |
| Meetings of Committee Meetings | 116. | A Committee may meet and adjourn its meetings as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. Meetings and proceedings of the Committee shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto. |
| Power to establish local boards and executive committee | 117. | The Directors may establish any local boards or executive committee for managing any of the affairs of the Company, either in Malaysia or elsewhere and may lay down, vary or annul such rules and regulations as they think fit for the conduct of the business thereof, and may appoint persons to be members of such local board or executive committee, and may fix their remuneration and may delegate to such local board or executive committee any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorise the members of such local board or executive committee or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. |
| Validity of acts of Directors | 118. | All acts bona fide done by any meeting of Directors or of a committee of Directors or by any person acting as a Director, local board or executive committee member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director, local board or executive committee member as aforesaid. |
| Declaration of interest | 119. | A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature and extent of his interest in accordance with the provisions of the Act and the Listing Requirements. In addition, a Director shall also declare his interests in a contract, proposed contract or arrangement contract by the Company with any other company in which a Director is interested either as an officer of that other company or as a holder of shares or other securities in that other company. |

Restriction on voting	120. (1) (a)	Subject to and save as otherwise provided in the Act, a Director shall not participate in any discussion and shall not vote in regard to any contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company, and if he shall do so, his vote shall not be counted
Director may hold other office under the Company	(b)	A Director may hold any other office or place of profit under the Company (other than the office of auditor of the Company) in conjunction with his office of Director for such period and on such terms (as to the remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, provided that disclosure of interest is made as required by the Act.
Director may act in a professional capacity	(c)	Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as the auditor of the Company.
General notice of interest in contract	(d)	A general notice that a Director, alternate director or managing director is a Member of or interested in any specified firm or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company and is therefore to be regarded as interested in all transactions with such

firm or corporation shall be a sufficient disclosure as regards such Director and the said transaction and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with such firm or corporation.

Director's interest in corporation promoted by the Company

- (2) A Director may become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the directors or other officers of such corporation), and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.

Additional remuneration

121. 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 as the Directors may determine but not a commission on or percentage of turnover. Such remuneration payable to this Director shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in a notice convening the meeting.

Pensions

122. (1) 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, and/or on or after his death to his widow or other dependants.
- (2) The Directors shall also have power and shall be deemed always to have power to establish and maintain any schemes or funds for providing

pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Directors for the time being holding any executive office or any office of profit) or employees of the Company or for the widow or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.

Minutes to be kept of all Directors' meetings

123. The Directors shall cause proper minutes to be made of all proceedings of each meeting of Directors and of the attendances thereat, and any such minutes signed by the chairman of such meeting or by the chairman of the next meeting, shall be conclusive evidence, without any further proof of the facts therein stated.

Circular resolutions in writing

124. A resolution in writing signed or approved by a majority of the Directors or members of a Committee for the time being in Malaysia by letter, telefax, electronic mail or any form of electronic approval or electronic signature via software, electronic devices or other means of telecommunication apparatus or devices, shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors or Committee duly convened, held and constituted, and an alternate director may sign such resolution on behalf of his appointor. All such resolutions may consist of several documents in like form, each signed by one (1) or more Directors or members of the Committee, or their alternates.

AUTHENTICATION OF DOCUMENTS

Power to authenticate documents

125. 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 financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or financial statements 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.

Certified copies of resolutions of the Directors

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

CORPORATIONS ACTING BY REPRESENTATIVES

- Representatives
127. Any corporation which is a Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative(s) at any meeting of the Company or of any class of Members, 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.

SECRETARY

- Appointment of Secretary
128. The Secretary or Secretaries shall be appointed by the Directors for such term or terms at such remuneration and upon such conditions as the Directors may think fit, and any Secretary or Secretaries so appointed may be removed by them, but without prejudice to any claim he or they may have for damages for any breach of contract of service with the Company. The first Secretary of the Company is Tan Kim Aun (MAICSA 7002988).
- Appointment of substitute Secretary
129. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

THE SEAL

- Seal to be affixed with authority of the Directors
130. The Seal shall not be affixed to any instrument except by authority of a resolution of the Directors, and in the presence of at least one (1) Director and the Secretary or another Director or such other person as the Directors may appoint for the purpose and such Director and the Secretary or other persons as aforesaid shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.
- Share seal
131. The Company may also have a share seal pursuant to Section 101 of the Act.

DIVIDENDS AND RESERVE FUND

- Declaration of dividends
132. The Directors may, with the sanction of the Members in a general meeting from time to time declare dividends, but no such dividends shall be payable except out of profits of the Company, provided that the Directors may, if they think fit from time to time pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits shall be conclusive.

- Apportionment of dividends 133. 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-up on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid-up on a share in advance of calls shall be treated as paid-up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid-up on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as if paid-up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.
- Payment of interim dividends 134. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may 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.
- Profit earned before acquisition of a business 135. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits 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.
- Share premium account 136. 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. The Company may by special resolution, reduce its share premium account in any manner authorised by the Act and subject to any consent required by law.
- Power to carry profit to reserve 137. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company or shall with the sanction of the Company in general meeting be, as to the whole or in part, applicable for equalising dividends or for distribution by way of bonus among the Members for the time being on such terms and in such manner as the

Company in general meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities as they may select, or subject to the Act and the Listing Requirements, for the purchase of the shares of the Company. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interest of the Company.

Payment of dividends in specie

138. The Company may, upon the recommendation of the Directors, by ordinary resolution direct payment of a dividend, either in whole or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

Payment of dividends

139. Any dividend, interest or other monies payable in cash in respect of shares or other Securities may be paid by cheque or warrant sent through the post directed to the registered address of the Member or person entitled thereto as it appears in the Register, or paid via electronic transfer or remittance to the bank account provided by the Member or person entitled thereto who is named in the Register and/or Record of Depositors, or if several persons registered as joint holders of the shares or Securities are entitled thereto, to the registered address or via electronic transfer or remittance to the bank account provided by the joint holder first named on the Register or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors or to such person and to such address or bank account as the holder or first named joint holder may in writing direct, or if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons and to such address or bank account as such persons may in writing direct. Every such cheque or warrant or electronic transfer or remittance 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 shares or Securities in consequence of the death or bankruptcy of the holder may direct. The payment of any such cheque or warrant or electronic transfer or remittance shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the

same has been stolen or that the endorsement thereon or the instruction for the electronic transfer or remittance has been forged, or regardless of any discrepancy in the details of bank account given by the Member. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented and the Company shall have no responsibility for any sums lost or delayed in the course of any transfer or where the Company has acted on any such instructions.

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| No alteration to dividend | 140. Unless otherwise permitted by the Listing Requirements or a waiver in writing is obtained from the Stock Exchange, once a dividend has been declared, no subsequent alteration to the dividend and entitlement may be made. All dividends are to be paid within the timeframe as stipulated in the Listing Requirements. |
| Interest on dividend and power to retain dividends | 141. (1) Every dividend warrant may be sent by post to the last registered address of the Member entitled thereto, and the receipt by the person, whose name on the date of the declaration of the dividend appears on the Register or Record of Depositors as the owner of any share shall be a good discharge to the Company for all payments made in respect of such share. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.

(2) The Directors may retain any dividend payable to a Member or any part thereof and set the same off against the amount of any call made in respect of such Member's shares and unpaid and whether such call shall have been made before or after the declaration of the dividend in question. |
| Retention of dividends on shares subject to lien | 142. Subject to the Listing Requirements, the Act, the Central Depositories Act and the Rules, the Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. |
| Retention of dividends on shares pending transmission | 143. The Directors 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. |
| Unclaimed dividends | 144. All dividends unclaimed for one (1) year after having been declared and paid, shall be dealt with by the Company in accordance with any law for the time being in force relating to unclaimed moneys. The payment by the Directors of any unclaimed dividend or other moneys |

payable on or in respect of shares into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.

Right to dividend in respect of a Deposited Security credited in a Securities Account

145. Notwithstanding anything contained in these Articles, a Depositor's entitlement to dividends, rights issues, bonus issues or any other rights or options in the Company credited in a Securities Account by virtue of any Deposited Security standing to the credit of his Securities Account shall be subject to the Act, the Central Depositories Act and the Rules.

CAPITALISATION OF PROFITS AND RESERVES

Power to capitalise profits

146. The Company may, upon the recommendation of the Directors, by ordinary resolution resolve that it is desirable to capitalise the whole or any part of the sum for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum for the time being standing to the credit of the income statement or otherwise available for distribution amongst the Members, 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 in the proportion 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 or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted, distributed and credited as fully paid-up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other; provided that a share premium account and capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid bonus shares or, subject to the Act and the Listing Requirements, to provide the consideration for the purchase of the Company's own shares.

Capitalisation of profits

147. Whenever such a resolution as aforesaid is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into

an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

MINUTES AND REGISTERS

Minutes

148. The Directors shall cause minutes to be made in books to be provided for the purpose:-

- (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 of the Members in general meeting; and
- (c) of all resolutions and proceedings at all general meetings of the Company and of any class of Members of the Company, and of the Directors and of the committees of Directors.

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

Keeping of registers

149. 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 properties of the Company, in regard to keeping a register of Directors, managers and Secretaries, the Register, a register of mortgages and charges, a register of Directors' holdings in the Securities of the Company and in regard to the production and furnishing of copies of such registers.

Form of registers etc.

150. Any register, index, minutes book, book of accounts or other books required by these Articles or 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.

ACCOUNTS AND AUDIT

- Accounts to be kept 151. The Directors shall cause proper accounting and other records to be kept, as are necessary to comply with provisions of the Act.
- Inspection of accounts 152. The books of accounts shall be kept at the Office, or at such other place within Malaysia as the Directors think fit and shall always be open for inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any accounts or book or document of the Company except as conferred by the Act or authorised by the Directors.
- Audit of financial statements 153. At least once in every year, the financial statements of the Company shall be audited by the auditors of the Company.
- Presentation and copies of financial statements to Members etc. 154. The Directors shall from time to time in accordance with the provisions of the Act, cause to be prepared and laid before the Company in general meeting, such financial statements and reports as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of the audited financial statements and the Directors' and auditors' reports, shall not exceed four (4) months. A copy of each such document in printed form or in CD-ROM form or such other form of electronic media shall not less than twenty-one (21) days before the date of the meeting be sent to every Member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Stock Exchange shall at the same time be likewise sent to the Stock Exchange provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware of but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
- Appointment and duties of auditors 155. The auditors shall be appointed in accordance with the Act and their duties regulated in accordance with the provisions of the Act.
- Validity of acts of auditors in spite of some formal defect 156. 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 defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- Auditor's rights to receive notice of and attend and speak at general meeting 157. The auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors.

LANGUAGE

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

DESTRUCTION OF DOCUMENTS

- Right to destroy documents
159. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time 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:-
- (a) the foregoing provisions 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 a claim;
 - (b) 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
 - (c) reference in this Article to the destruction of any document include references to its disposal in any manner.

NOTICES

- Service of notices
160. Subject to the Act, the Central Depositories Act, the Listing Requirements, the Rules and any other law, a notice or document may be served by the Company on a holder of Securities either personally, by fax, or by sending it through the post in a prepaid letter addressed to such holder of Securities at his registered address as appearing in the Register or the Record of Depositors, or (if he has no registered address within Malaysia) to the address supplied by him to the Company as his address for the service of notices.
- Time of service of notices
161. Any notice or document if served by post, shall be deemed to be served at the time when the letter containing the same is posted, and in proving such service, it shall be sufficient to prove that such letter containing the notice or document was properly addressed, stamped and posted. Where a given number of days' notice is required to be given, the day of service and the day of meeting shall be excluded.
- Persons entitled to notice
162. Notice of every general meeting shall be given in the manner provided in these Articles to the following persons:-
- (a) every Member holding shares conferring the right to attend and vote at the meeting, who at the time of convening of the meeting shall have paid all calls or other sums then payable by him in respect of such shares in the Company;
 - (b) the auditors and share registrar (if any) of the Company; and
 - (c) the Stock Exchange.
- The accidental omission to give such notice to, or the non-receipt of such notice by any person shall not invalidate the proceedings of any resolution passed at any such meeting.
- Service of notices after death or a bankruptcy of a Member
163. Subject to the Act, the Central Depositories Act and the Rules, a person entitled to a Security in consequence of the death or bankruptcy of a holder of Securities, upon supplying to the Company such evidence the Directors may reasonably require to show his title to the Securities and upon supplying also an address within Malaysia for the service of notices, shall be entitled to be served upon him at such address any notice or document to which the holder of Securities but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested in the Securities. Any notice or document delivered or sent by post to, or left at

the registered address of any holder of a Security in Malaysia shall, if such holder of a Security be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.

Binding effect of notice

164. (1) Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any Securities, shall be bound by every notice which have been duly served to the person from whom he derives the title of such Securities, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such Securities.
- (2) Subject to the Act, the rules laid down by the Stock Exchange and any other provisions in these Articles requiring notices or documents to be sent by the Company to a holder of Securities by any of the methods stated in these Articles, any notice required to be given by the Company to a holder of Securities or any of them shall be sufficiently given if given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and any such advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

Holders abroad may give an address for service

165. Any holder of Securities described in the Register or Record of Depositors by an address not within Malaysia, who shall from time to time give the Company an address within Malaysia at which notices 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.

Summons etc. served on the Company or officer of the Company

166. Any summons, notice, order or other document required to be sent to or served on the Company, or on any officer of the Company, may be sent or served by leaving the same or sending it through the post addressed to the Company, or to such officer at the Office.

WINDING UP

Distribution of assets

167. 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 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, at the commencement of the winding up, paid-up or which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution of assets in specie 168. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, 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 of property to be divided aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator 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.

Liquidator's remuneration subject to approval by Members 169. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by the Members. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which the commission or fee is to be considered.

RECONSTRUCTION

Reconstruction 170. On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permits), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company; and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be

or is in the course of being wound up, such statutory rights (if any) under the provisions of the Act as are incapable of being varied or excluded by these Articles.

SECURITY CLAUSE

Company's right to secrecy in certain matters

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

INDEMNITY

Indemnity

172. Subject to the provisions of the Act, the Directors, auditors, managers, agents, Secretary and other officers for the time being of the Company, and any trustee for the time being acting in relation to any of the affairs of the Company and his heirs, executors and administrators respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which he shall or may incur or sustain by reason of any act done or omitted in or about the execution of his duty in his respective office or trusts, except such (if any) as he shall incur or sustain by or through his own wilful neglect or default respectively, and such officer or trustee shall not be answerable for the acts, receipts, neglects or defaults, of any other officer or trustee or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any banker or other person with whom any moneys, or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust, unless the same shall happen through the wilful neglect or default of such officer or trustee.

EFFECT OF THE LISTING REQUIREMENTS

Effect of Listing Requirements on Articles of Association

173. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that

act to be done or not to be done (as the case may be).

- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this Article, unless the context otherwise requires, “Listing Requirements” means Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.

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

Names, Addresses and Descriptions of Subscribers

TAN KIM AUN
NRIC NO.: 620612-07-5423
29, Jalan Midah 2
Taman Midah
56000 Kuala Lumpur

COMPANY
SECRETARY

KWAN FOH KWAI
COMPANY DIRECTOR

TAN POH CHAN (f)
COMPANY DIRECTOR

SUNWAY HOLDINGS SDN BHD
COMPANY NO: 37465-A
Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

BODY CORPORATE
CONTROLLED BY
CITIZENS WHO ARE
NON-MALAYS AND
NON NATIVES

Dated this 9th day of September 2014

Witness to the above signatories :-

Name : Chin Lee Chin (f)
Occupation : Company Secretary
Address : Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

Lodged by: Sunway Management Sdn Bhd (50661-X)
Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway,
47500 Subang Jaya, Selangor Darul Ehsan
Tel: 603-5639 8889 Fax: 603-5639 9507