

THE COMPANIES ACT, 1965

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COMPANY LIMITED BY SHARES

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**MEMORANDUM**

**AND**

**NEW ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 30th September 1989 and further amended by Special Resolutions passed on 15th February 1996 and 26th June 2001)

**OF**

**GENTING MALAYSIA BERHAD**

**(Company No. 58019-U)**

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Incorporated on the 7th day of May, 1980.

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**FORM 11**  
Companies Act, 1965  
Section 154 (1)  
Company No.  
58019-U

## **NOTICE OF RESOLUTION**

### **GENTING MALAYSIA BERHAD**

To the Registrar of Companies,

At a general meeting of the members of **GENTING MALAYSIA BERHAD** duly convened and held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 12th day of June 2013, the Ordinary Resolutions and Special Resolution set out below were duly passed:

#### **ORDINARY RESOLUTION 11**

#### **PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

“That, subject to the passing of Ordinary Resolution 12, and subject to compliance with all applicable laws, the Company’s Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other relevant regulatory authority:

- (a) approval and authority be and are given for the Company to utilise up to the aggregate balances of the total retained earnings and share premium account of the Company, based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of nominal value RM0.10 each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interests of the Company, provided that:
  - (i) the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase; and
  - (ii) in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, re-sales and/or distributions of any of these shares so purchased, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase;

and based on the audited financial statements of the Company for the financial year ended 31 December 2012, the balance of the Company’s retained earnings and share premium account were approximately RM12,325.1 million and RM1,170.7 million respectively;

- (b) the approval and authority conferred by this resolution shall commence on the grant by the Securities Commission of the exemption referred to in Ordinary Resolution 12, and shall remain valid and in full force and effect until:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiry of the period within which the next Annual General Meeting is required by law to be held;
- (iii) the same is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting; or
- (iv) the expiry, cessation or lapse of the exemption granted by the Securities Commission to Genting Berhad and persons acting in concert with it further to the passing of Ordinary Resolution 12,

whichever occurs first;

- (c) approval and authority be and are given to the Directors of the Company, in their absolute discretion:

- (i) to deal with the shares so purchased in the following manner:

- (A) to cancel such shares;
- (B) to retain such shares as treasury shares;
- (C) to retain part of such shares as treasury shares and cancel the remainder of such shares; and/or
- (D) in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force,

and such authority to deal with such shares shall continue to be valid until all such shares have been dealt with by the Directors of the Company; and

- (ii) to deal with the existing treasury shares of the Company in the following manner:

- (A) to cancel all or part of such shares;
- (B) to distribute all or part of such shares as dividends to shareholders;
- (C) to resell all or part of such shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
- (D) in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force,

and such authority to deal with such shares shall continue to be valid until all such shares have been dealt with by the Directors of the Company; and

- (d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:

- (i) to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities, and/or as may be required in the best interest of the Company; and/or
- (ii) to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

## **ORDINARY RESOLUTION 12**

### **PROPOSED EXEMPTION UNDER PARAGRAPH 24.1, PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 TO GENTING BERHAD AND PERSONS ACTING IN CONCERT WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY OWNED BY THEM, UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES PURSUANT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“That, subject to the passing of Ordinary Resolution 11 and the approval of the Securities Commission:

- (a) approval be and is given for Genting Berhad (“GENT”) and all persons acting in concert with GENT (“PAC”) to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under the Malaysian Code on Take-Overs and Mergers, 2010 (“Code”), which may arise from the future purchase by the Company of its own shares pursuant to Ordinary Resolution 11, at any time and from time to time (in conjunction with the application to be submitted by GENT and the PAC to the Securities Commission under Paragraph 24.1, Practice Note 9 of the Code); and
- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:
  - (i) to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or as may be required in the best interest of the Company; and/or
  - (ii) to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

## **ORDINARY RESOLUTION 13**

### **AUTHORITY TO DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

“That, subject always to the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to:

- (1) issue and allot shares in the Company; and /or
- (2) issue, make or grant offers, agreements, options or other instruments that might or would require shares to be issued (collectively “Instruments”) during and/or after the period the approval granted by this resolution is in force,

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that:

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58019-U

- (i) the number of shares to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued and/or shares that are capable of being issued from the Instruments issued pursuant to Section 132D of the Companies Act, 1965 in the preceding 12 months (calculated in accordance with the MMLR), does not exceed 10% of the issued and paid-up share capital of the Company at the time of issuance of shares or issuance, making or granting the Instruments, and
- (ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,

and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier, and that:

- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

#### **SPECIAL RESOLUTION**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"That the amendments to the existing Articles of Association of the Company as proposed and set out in the Circular to Shareholders in relation to the proposed amendments to the Articles of Association of the Company be and are approved and adopted by the Company; and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company."

Dated this 12th day of June 2013



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**LOH BEE HONG**  
Secretary  
(MAICSA NO. 7001361)

Lodged by : Ms Loh Bee Hong  
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Jalan Sultan Ismail  
50250 Kuala Lumpur  
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This is the annexure of 4 pages marked "Circular to Shareholders" referred to in the Special Resolution of the Form 11 dated 12 June 2013 and signed by me for identification purposes.



LOH BEE HONG

Secretary

MAICSA NO. 7001361

**PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY**

The existing Articles are to be amended by the alterations, modifications, deletions and/or additions, where necessary to reflect the Proposed Amendments. The affected provisions of the existing Articles (with the proposed amendments marked up) are reproduced in the second column below and the final unmarked amended version of such provisions of the Articles is reproduced in the third column.

Article No.	Marked Version of Existing Articles	Amended Articles
2.	<p>Interpretation</p> <p><b>WORDS</b></p> <p><u>"Exempt Authorised Nominee"</u></p> <p><b>MEANINGS</b></p> <p><u>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.</u></p>	<p>Interpretation</p> <p><b>WORDS</b></p> <p>"Exempt Authorised Nominee"</p> <p><b>MEANINGS</b></p> <p>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.</p>
2.	<p>Interpretation</p> <p><b>WORDS</b></p> <p><u>"Share Issuance Scheme"</u></p> <p><b>MEANINGS</b></p> <p><u>A scheme involving a new issuance of shares to the employees.</u></p>	<p>Interpretation</p> <p><b>WORDS</b></p> <p>"Share Issuance Scheme"</p> <p><b>MEANINGS</b></p> <p>A scheme involving a new issuance of shares to the employees.</p>
7.	<p>Issue of shares</p> <p>Subject always to the provisions of Section 132D of the Act, these Articles and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and for such considerations and at such time and subject or not to the payment of any part of the amount thereof in cash and with full power to give to any person the call of any shares either at par or at a premium as the Directors may determine and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:</p>	<p>Issue of shares</p> <p>Subject always to the provisions of Section 132D of the Act, these Articles and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and for such considerations and at such time and subject or not to the payment of any part of the amount thereof in cash and with full power to give to any person the call of any shares either at par or at a premium as the Directors may determine and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:</p>

Article No.	Marked Version of Existing Articles	Amended Articles
	(a) no Director shall participate in a <del>share</del> <u>Share Issuance scheme</u> <del>Scheme</del> for employees unless the shareholders in General Meeting have approved of the specific allotments to be made to such Director;	(a) no Director shall participate in a Share Issuance Scheme for employees unless the shareholders in General Meeting have approved the specific allotments to be made to such Director;
7A.	Issue of shares  Notwithstanding the provisions of Article 7, allotment of shares may be made to any person under a <del>share</del> <u>Share option Issuance scheme</u> <del>Scheme</del> for employees which has been approved by the Company in general meeting.	Issue of shares  Notwithstanding the provisions of Article 7, allotment of shares may be made to any person under a Share Issuance Scheme for employees which has been approved by the Company in general meeting.
56.	Annual General Meeting  Subject to the provisions of the Act the Company shall in each year hold a General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.  <u>Such meeting of its Members may be held within Malaysia at more than one (1) venue using any technology that allows all Members a reasonable opportunity to participate.</u>	Annual General Meeting  Subject to the provisions of the Act the Company shall in each year hold a General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.  Such meeting of its Members may be held within Malaysia at more than one (1) venue using any technology that allows all Members a reasonable opportunity to participate.
69.	Taking a poll  If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot, <del>or</del> voting papers, <del>or</del> tickets or by way of electronic polling) as the Chairman may direct and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. <u>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.</u> The Chairman may, and if so requested shall appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.	Taking a poll  If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot, voting papers, tickets or by way of electronic polling) as the Chairman may direct and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. 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. The Chairman may, and if so requested shall appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
77.	Rights to vote  Subject to the provisions of these Articles and in particular, Article 59A, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid. <u>A proxy appointed to attend and vote at any General Meeting of the Company shall have the same rights as the Member to speak at the General Meeting.</u>	Rights to vote  Subject to the provisions of these Articles and in particular, Article 59A, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid. A proxy appointed to attend and vote at any General Meeting of the Company shall have the same rights as the Member to speak at the General Meeting.

Article No.	Marked Version of Existing Articles	Amended Articles
80A.	<p>Appointment of proxies</p> <p><del>Where a member of the Company is an authorised nominee as defined under the Central Depositories Act it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company 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.</del></p> <p><u>The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.</u></p>	<p>Appointment of proxies</p> <p>Where a member of the Company 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.</p> <p>The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.</p>
80B.	<p><u>Appointment of proxies</u></p> <p><u>If a Member has appointed a proxy to attend a General Meeting and subsequently he attends such General Meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said General Meeting.</u></p>	<p>Appointment of proxies</p> <p>If a Member has appointed a proxy to attend a General Meeting and subsequently he attends such General Meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said General Meeting.</p>
81.	<p>Proxy need not be a Member</p> <p><del>A proxy need not be a Member of the Company but shall be subject to and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.</del></p>	<p>Proxy need not be a Member</p> <p>A proxy need not be a Member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.</p>
82.	<p>Deposit of proxies</p> <p><del>An</del> <del>The original signed</del> instrument appointing a proxy or the power of attorney or other authority, if any, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.</p>	<p>Deposit of proxies</p> <p>The original signed instrument appointing a proxy or the power of attorney or other authority, if any, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.</p>
87.	<p>Directors</p> <p><del>The Directors of the Company as at the date of the most recent amendment to these Articles are Tan Sri Lim Kok Thay, Tun Mohammed Hanif bin Omar, Tan Sri Alwi Jantan, Mr Quah Chek Tin, Tan Sri Dato' Wan Sidek bin Hj Wan Abdul Rahman, Tan Sri Dr. Lin See Yan, Tan Sri Datuk Clifford Francis Herbert and General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin. for the time being</del></p>	<p>Directors</p> <p>The Directors of the Company for the time being comprise directors who had been appointed or elected as at the date of the adoption of these Articles and any subsequent changes to the Board of Directors will be announced by the Company to the Exchange, from time to time.</p>



Article No.	Marked Version of Existing Articles	Amended Articles
	<p><u>comprise directors who had been appointed or elected as at the date of the adoption of these Articles and any subsequent changes to the Board of Directors will be announced by the Company to the Exchange, from time to time.</u></p>	
113.	<p>Resolutions in writing</p> <p>A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors <u>and may be sent to the Secretary by telefax transmission, or may be first approved via e-mail or other electronic communication media, followed by the documents with original signature to be returned to the Secretary.</u></p>	<p>Resolutions in writing</p> <p>A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors and may be sent to the Secretary by telefax transmission, or may be first approved via e-mail or other electronic communication media, followed by the documents with original signature to be returned to the Secretary.</p>

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**FORM 11**

Companies Act, 1965

Section 154 (1)

Company No.

58019-U

**NOTICE OF RESOLUTION**

**GENTING MALAYSIA BERHAD  
(FORMERLY KNOWN AS RESORTS WORLD BHD)**

To the Registrar of Companies,

At a general meeting of the members of **GENTING MALAYSIA BERHAD (FORMERLY KNOWN AS RESORTS WORLD BHD)** duly convened and held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 9th day of June 2010, the Ordinary Resolutions and Special Resolution set out below, were duly passed:

**ORDINARY RESOLUTION 10**

**PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

“That, subject to the passing of Ordinary Resolution 11, and subject to compliance with all applicable laws, the Company’s Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other relevant regulatory authorities:

- (a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2009, the Company’s retained earnings and share premium accounts were approximately RM8,088.2 million and RM1,106.0 million respectively;
- (b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:
  - (i) the conclusion of the next Annual General Meeting of the Company; or
  - (ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

- (c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares (“the said Shares”) in the following manner:
- (i) cancel the said Shares; and/or
  - (ii) retain the said Shares as treasury shares; and/or
  - (iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

- (d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

#### **ORDINARY RESOLUTION 11**

#### **PROPOSED EXEMPTION UNDER PRACTICE NOTE 2.9.10 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 1998 TO GENTING BERHAD AND PERSONS ACTING IN CONCERT WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY OWNED BY THEM, UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES PURSUANT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“That, subject to the passing of Ordinary Resolution 10 and the approval of the Securities Commission (“SC”), approval be and is hereby given for Genting Berhad (“GENT”) and the persons acting in concert with GENT (“PAC”) to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers, 1998 (“Code”), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 10, in conjunction with the application submitted by GENT and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

#### **ORDINARY RESOLUTION 12**

#### **AUTHORITY TO DIRECTORS PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

“That, subject always to the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to:

- (1) issue and allot shares in the Company; and/or
- (2) issue, make or grant offers, agreements, options or other instruments that might or would require shares to be issued (collectively "Instruments") during and/or after the period the approval granted by this resolution is in force,

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that:

- (i) the number of shares to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued and/or shares that are capable of being issued from the Instruments issued pursuant to Section 132D of the Companies Act, 1965 in the preceding 12 months (calculated in accordance with the MMLR), does not exceed 10% of the issued and paid-up share capital of the Company at the time of issuance of shares or issuance, making or granting the Instruments, and
- (ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,

AND such authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by the law to be held, whichever is earlier, and that:

- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

#### **SPECIAL RESOLUTION**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part D of the Document to Shareholders dated 18 May 2010 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company."

Dated this 9th day of June 2010

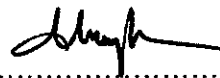


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**LOH BEE HONG**  
Secretary  
MAICSA NO. 7001361

Lodged by : Ms Loh Bee Hong  
Address : 24th Floor Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel No. : 03-21782288  
Fax No. : 03-21615304

This is the annexure of 2 pages marked "Part D of the Document to Shareholders dated 18 May 2010" referred to in the Special Resolution of the Form 11 dated 9 June 2010 and signed by me for identification purpose.



LOH BEE HONG

Secretary

MAICSA NO. 7001361

## SPECIAL RESOLUTION

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles are to be amended by the alterations, modifications, deletions and/or additions, where necessary to reflect the Proposed Amendments. The affected provisions of the existing Articles (with proposed amendments marked up) are reproduced in the second column below and the final unmarked amended version of such provision of the Articles are reproduced in the third column.

Article No.	Marked Version of Existing Articles	Amended Articles
61	<p>Routine business</p> <p>Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(a) Declaring dividends;</p> <p>(b) <del>Laying before the meeting</del> <b>Considering and adopting the profit and loss account</b>, balance sheet, the reports of the Directors and the Auditors, and other accounts and documents required to be annexed to the <b>profit and loss account and</b> balance sheet;</p> <p>(c) Appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors; and</p> <p>(d) Appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed.</p>	<p>Routine business</p> <p>Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(a) Declaring dividends;</p> <p>(b) Laying before the meeting the profit and loss account, balance sheet, the reports of the Directors and the Auditors, and other accounts and documents required to be annexed to the profit and loss account and balance sheet;</p> <p>(c) Appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors; and</p> <p>(d) Appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed.</p>

Company No.

58019-U

Article No.	Marked Version of Existing Articles	Amended Articles
138	<p><del>Dividends payable by cheque</del> <b>Mode of Payment of Dividend</b></p> <p>Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder <b>or paid via electronic or other methods of funds transfer to such account as designated by such holder</b> <del>or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct.</del> Every such cheque or warrant <b>or electronic transfer</b> shall be made payable to the order of the person to whom it is sent. Any <del>one or two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.</del> Every such cheque or warrant <b>or electronic transfer</b> shall be sent at the risk of the person entitled to the money represented thereby.</p>	<p>Mode of Payment of Dividend</p> <p>Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or paid via electronic or other methods of funds transfer to such account as designated by such holder. Every such cheque or warrant or electronic transfer shall be made payable to the order of the person to whom it is sent. Every such cheque or warrant or electronic transfer shall be sent at the risk of the person entitled to the money represented thereby.</p>

Lodged by : Ms Loh Bee Hong  
Address : 24th Floor Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel No. : 03-21782288  
Fax No. : 03-21615304



SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

BORANG 13  
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

58019	U
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**PERAKUAN PEMERBADANAN ATAS PERTUKARAN  
NAMA SYARIKAT**

Dengan ini diperakui bahawa

**RESORTS WORLD BHD.**

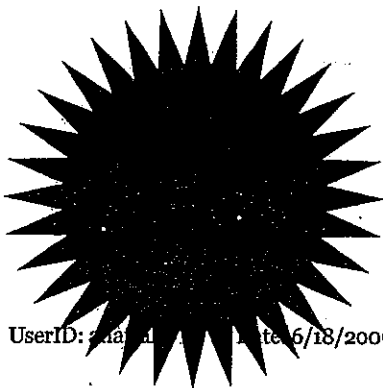
yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
07 haribulan Mei 1980, sebagai sebuah syarikat awam,

pada 18 haribulan Jun 2009 telah menukar namanya kepada

**GENTING MALAYSIA BERHAD**

dan bahawa syarikat ini adalah sebuah syarikat awam  
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 18 haribulan Jun 2009.



**AZAHARI BIN AB RAHMAN**  
**PENOLONG PENDAFTAR SYARIKAT**  
**MALAYSIA**

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**Form 11**  
Companies Act, 1965  
~~Section 21(2)~~  
Section 154 (1)  
Company No.  
58019 -U

**NOTICE OF RESOLUTION**

**RESORTS WORLD BHD.**

To the Registrar of Companies,

At an Annual General Meeting of the members of **RESORTS WORLD BHD** duly convened and held at Nirwana Ballroom, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 23rd day of June 2008, the Special Resolution and the Ordinary Resolutions set out below, were duly passed:

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part C of the Document to Shareholders dated 30 May 2008 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company.”

**ORDINARY RESOLUTION 9**

**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

“That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being, and this authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that:

- (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.”



**ORDINARY RESOLUTION 10****PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE AND/OR HOLD ITS OWN SHARES OF AN AGGREGATE AMOUNT OF UP TO 10% OF ITS PREVAILING ISSUED AND PAID-UP SHARE CAPITAL AT ANY TIME**

“That, subject to the passing of Ordinary Resolution 11, and subject to compliance with all applicable laws, the Company’s Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad (“Bursa Securities”) and/or any other relevant regulatory authority:

- (a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2007, the Company’s retained earnings and share premium accounts were approximately RM7,147.7 million and RM927.7 million respectively;
- (b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:
- (i) the conclusion of the next Annual General Meeting of the Company; or
- (ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

- (c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares (“the said Shares”) in the following manner:
- (i) cancel the said Shares; and/or
- (ii) retain the said Shares as treasury shares; and/or
- (iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

- (d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

#### ORDINARY RESOLUTION 11

**PROPOSED EXEMPTION UNDER PRACTICE NOTE 2.9.10 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 1998 TO GENTING BERHAD AND PERSONS ACTING IN CONCERT WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON THE REMAINING VOTING SHARES IN THE COMPANY NOT ALREADY OWNED BY THEM, UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES PURSUANT TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY ("PROPOSED EXEMPTION")**

“That, subject to the passing of Ordinary Resolution 10 and the approval of the Securities Commission (“SC”), approval be and is hereby given for Genting Berhad (“Genting”) and the persons acting in concert with Genting (“PAC”) to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers, 1998 (“Code”), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 10, in conjunction with the application submitted by Genting and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

Dated this 23rd day of June 2008.

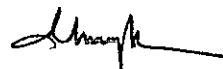



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**LOH BEE HONG**  
Secretary  
MAICSA NO. 7001361

Lodged by : Ms Loh Bee Hong  
Address : 24th Floor Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel No. : 03-21782288  
Fax No. : 03-21615304

This is the annexure marked "Part C of the Document to Shareholders dated 30 May 2008" referred to in the Special Resolution of the Form 11 dated 23 June 2008 and signed by me for identification purposes.



LOH BEE HONG  
Secretary  
MAICSA NO. 7001361

## PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF THE COMPANY

The Proposed Amendments involve the following amendments:

- (i) the existing Article 1 which reads as "The regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 (Revised 1973) shall not apply to the Company, but the following shall subject to repeal, addition and alteration as provided by the Act or these Articles be the regulations of the Company" be amended by the deletion of the words "(Revised 1973)".
- (ii) the existing Article 2 is to be amended whereby the affected existing definition (with the changes pursuant to the Proposed Amendments marked out) is reproduced in the second column below and the final unmarked amended version of such definition is reproduced in the third column.

Word(s)	Existing Definition	Amended Definition
"Approved Market Place"	<del>A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998.</del>	[deleted]
"Central Depositories Act"	The Securities Industry (Central Depositories) Act 1991 <u>or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.</u>	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.
"Depository" (*)	<del>The</del> Bursa Malaysian <del>Central Depository Sdn Bhd.</del>	Bursa Malaysia Depository Sdn Bhd.
"Deposited Security"	A security standing to the credit of a <del>S</del> Securities <del>A</del> ccount and includes securities in a <del>S</del> Securities <del>A</del> ccount that is in suspense <u>subject to the provisions of the Central Depositories Act.</u>	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act.
"Depositor"	A holder of a <del>a</del> sSecurities <del>a</del> Account established by the Depository.	A holder of a Securities Account established by the Depository.
"Market Day"	Any day between Mondays and Fridays (both days inclusive) which is not a market holiday of the <del>Stock</del> Exchange upon which the company is listed or a Public Holiday.	Any day between Mondays and Fridays (both days inclusive) which is not a market holiday of the Exchange upon which the company is listed or a Public Holiday.

Word(s)	Existing Definition	Amended Definition
"Members"	Any person/persons for the time being holding shares in the Company and whose name(s) appear in the Register of Members (except Bursa the—Malaysian Central Depository Nominees Sdn Bhd) including <u>Depositors who shall be treated as if they were members pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee whose names appear on the Record of Depositors.</u>	Any person/persons for the time being holding shares in the Company and whose name(s) appear in the Register of Members (except Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors who shall be treated as if they were members pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
"Record of Depositors"	A record provided by Central Depository to the Company under Chapter 24.0 of the Rules. <del>Of the Central Depository</del>	A record provided by Depository to the Company under Chapter 24.0 of the Rules.
"Rules"	<del>The Rules of the Central Depository.</del> <u>Shall have the meaning given in Section 2 of the Central Depositories Act.</u>	Shall have the meaning given in Section 2 of the Central Depositories Act.
"Securities"	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof <u>and includes any securities which fall within the definition of/meaning assigned to "securities" in the Capital Markets and Services Act 2007.</u>	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to "securities" in the Capital Markets and Services Act 2007.
"Securities Account"	An account established by a Central Depository for a Depositor for the recording of deposit <del>or withdrawal</del> of securities and for dealings in such securities by the Depositor.	An account established by Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.
"Exchange"	<u>Bursa Malaysia Securities Berhad.</u>	Bursa Malaysia Securities Berhad.
"The Act"	The Companies Act, 1965 ( <del>Revised 1973</del> ) or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.

(\*) This defined term was previously known as "Central Depository"

- (iii) the existing Articles are to be amended by the alterations, modifications, deletions and/or additions, wherever necessary, whereby the affected existing Articles (with the changes pursuant to the Proposed Amendments marked out) are reproduced in the second column below and the final unmarked amended version of such Articles are reproduced in the third column.

Article No.	Existing Articles	Amended Articles
6.	<p><b><u>Prohibition of dealing in its own shares</u></b></p> <p>6. Save to the extent provided by the Act and these Articles none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares.</p>	<p><b><u>Prohibition of dealing in its own shares</u></b></p> <p>6. Save to the extent provided by the Act and these Articles none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares.</p>
7.	<p><b><u>Issue of shares</u></b></p> <p>(a) no Director shall participate in a share scheme <del>for any issue of shares to</del> employees unless the shareholders in General Meeting have approved of the specific allotments to be made to such Director <del>and unless he holds office in an executive capacity;</del></p> <p>(d) any issue of shares to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 48(1) with such adaptations as are necessary shall apply.</p>	<p><b><u>Issue of shares</u></b></p> <p>(a) no Director shall participate in a share scheme for employees unless the shareholders in General Meeting have approved of the specific allotments to be made to such Director;</p> <p>(d) any issue of shares to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 48(1) with such adaptations as are necessary shall apply.</p>
8.	<p><b><u>Rights attached to certain shares</u></b></p> <p>8. The rights attached to shares of a class <del>other than ordinary shares or</del> issued upon special conditions shall be <u>expressed and clearly defined</u> in the Memorandum or these Articles. In the event of preference shares being issued, <del>the total nominal value of preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and</del> the Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Preference shareholders will be deemed to have the same rights as ordinary shareholders as regards the receiving of notices, reports and <u>audited accounts balance sheets</u> and the attending of General Meetings of the Company and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital of the <u>Company</u> or on a proposal to wind up the</p>	<p><b><u>Rights attached to certain shares</u></b></p> <p>8. The rights attached to shares of a class other than ordinary shares or issued upon special conditions shall be expressed and clearly defined in the Memorandum or these Articles. In the event of preference shares being issued, the Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Preference shareholders will be deemed to have the same rights as ordinary shareholders as regards the receiving of notices, reports and audited accounts and the attending of General Meetings of the Company and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital of the Company or on a proposal to wind up the Company or during the winding up of the Company or on a proposal for the disposal of the whole of the Company's property, business and undertaking or where the proposal to be submitted to the meeting affects the rights and privileges attached to the preference share or</p>

Article No.	Existing Articles	Amended Articles
	<p>Company <del>and</del> or during the winding up of the Company or <u>on a proposal for the disposal of the whole of the Company's property, business and undertaking or where the proposal to be submitted to the meeting <del>directly</del> affects their rights and privileges attached to the preference share or when the dividend or part of the dividend on the preference share is more than six months in arrears.</u></p>	<p>when the dividend or part of the dividend on the preference share is more than six months in arrears.</p>
9.	<p><b><u>Variation of rights</u></b></p> <p>9. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of these Articles relating to General Meeting shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the Meeting, consent in writing, if obtained from <u>the holders of three-fourths of the shares of the class concerned within two months of the Meeting</u>, shall be as valid and effectual as a Special Resolution carried at the Meeting.</p>	<p><b><u>Variation of rights</u></b></p> <p>9. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of these Articles relating to General Meeting shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the Meeting, consent in writing, if obtained from the holders of three-fourths of the shares of the class concerned within two months of the Meeting, shall be as valid and effectual as a Special Resolution carried at the Meeting.</p>
16A.	<p><b><u>Payment of instalments</u></b></p> <p>16A. With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules and the rules and requirements of the Exchange:</p> <p>(a) where any new securities designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options or otherwise), the Company shall notify the <del>Central</del> Depository of the name of the allottees or entitled persons and all such other information as may be required by the <del>Central</del> Depository (whether under</p>	<p><b><u>Payment of instalments</u></b></p> <p>16A. With respect to Deposited Securities, subject to the provisions of the Act, the Central Depositories Act, the Rules and the rules and requirements of the Exchange:</p> <p>(a) where any new securities designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options or otherwise), the Company shall notify the Depository of the name of the allottees or entitled persons and all such other information as may be required by the Depository (whether under the Rules, by virtue of the Central Depositories Act or otherwise) to enable the Depository to make the appropriate</p>

Article No.	Existing Articles	Amended Articles
	<p>the Rules, by virtue of the Central Depositories Act or otherwise) to enable the <del>Central</del> Depository to make the appropriate entries in the <del>s</del>Securities <del>a</del>Accounts of the relevant allottees or entitled person and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the <del>Central</del> Depository or its nominee in respect of such securities, to the <del>Central</del> Depository;</p> <p>(b) the Company shall make application for quotation of such securities and allot all such securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed and in accordance with the provisions of the Rules, the Central Depositories Act, and the rules and regulation of the Exchange; and</p>	<p>entries in the Securities Accounts of the relevant allottees or entitled person and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Depository or its nominee in respect of such securities, to the Depository;</p> <p>(b) the Company shall make application for quotation of such securities and allot all such securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed and in accordance with the provisions of the Rules, the Central Depositories Act, and the rules and regulation of the Exchange; and</p>
20.	<p><b><u>Form of transfer of shares</u></b></p> <p>20. Subject to the provisions of these Articles, the Central Depositories Act and the Rules, the transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the <del>Central</del> Depository in accordance with the <del>r</del>Rules of the <del>Central</del> Depository and, notwithstanding Sections 103 and 104 of the <del>Companies</del> Act 1965, but subject to subsection 107C(2) of the Act <u>and any exemption that may be made from compliance with subsection 107C(1) of the Act</u>, the Company shall be precluded from registering and effecting any transfer of the listed securities.</p>	<p><b><u>Form of transfer of shares</u></b></p> <p>20. Subject to the provisions of these Articles, the Central Depositories Act and the Rules, the transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.</p>
25.	<p><b><u>Suspension of registration</u></b></p> <p>25. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any calendar year. At least eighteen (18) market days prior notice of such suspension or such other period and/or extension as may be prescribed and/or permitted by any <del>s</del>Stock <del>e</del>Exchange upon which the Company may be listed, shall be given to any <del>s</del>Stock <del>e</del>Exchange upon which the Company may be listed, stating the period and purpose or purposes for which the suspension is made. At least three (3) market days prior notice</p>	<p><b><u>Suspension of registration</u></b></p> <p>25. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any calendar year. At least eighteen (18) market days prior notice of such suspension or such other period and/or extension as may be prescribed and/or permitted by any stock exchange upon which the Company may be listed, shall be given to any stock exchange upon which the Company may be listed, stating the period and purpose or purposes for which the suspension is made. At least three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors</p>

Article No.	Existing Articles	Amended Articles
	<p>shall be given to the <del>Central</del> Depository to enable the <del>Central</del> Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the <del>Central</del> Depository.</p>	<p>provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the Depository.</p>
28.	<p><b><u>Persons becoming entitled on death or bankruptcy of Member may be registered</u></b></p> <p>28. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the <del>Central</del> Depository. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share provided always that where the share is a deposited security subject to the Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.</p>	<p><b><u>Persons becoming entitled on death or bankruptcy of Member may be registered</u></b></p> <p>28. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share provided always that where the share is a deposited security subject to the Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.</p>



Article No.	Existing Articles	Amended Articles
30A.	<p><b><u>Fee for registration of probate etc</u></b></p> <p>30A.(1) Where:</p> <p>(a) the securities of the Company are listed on <del>another stock exchange</del> <u>Approved Market-Place</u>; and</p> <p>(b) the Company is exempted from compliance with Section 14 of the <del>Securities Industry Central Depositories Act 1991</del> or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of <del>the Central Depository</del> in respect of such securities,</p> <p>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 <u>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.</u></p> <p><del>the Approved market place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.</del></p> <p><del>(2) For the avoidance of doubt, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.</del></p>	<p><b><u>Fee for registration of probate etc</u></b></p> <p>30A.(1) Where:</p> <p>(a) the securities of the Company are listed on another stock exchange; and</p> <p>(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,</p> <p>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.</p>
37.	<p><b><u>Notice requiring payment of calls</u></b></p> <p>37. If any Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may be at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued.</p>	<p><b><u>Notice requiring payment of calls</u></b></p> <p>37. If any Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued.</p>

Article No.	Existing Articles	Amended Articles
39.	<p><b><u>Forfeiture on non-compliance with notice</u></b></p> <p>39. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.</p>	<p><b><u>Forfeiture on non-compliance with notice</u></b></p> <p>39. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.</p>
44.	<p><b><u>Application of proceeds of such sale</u></b></p> <p>44. The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid calls and accrued interest and expenses and the residue (if any) paid to the <del>Member entitled to the share at the time of sale</del> <u>person whose shares have been forfeited</u>, or his executors, administrators or assigns as he may direct.</p>	<p><b><u>Application of proceeds of such sale</u></b></p> <p>44. The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid calls and accrued interest and expenses and the residue (if any) paid to the person whose shares have been forfeited, or his executors, administrators or assigns as he may direct.</p>
48.	<p><b><u>Issue of new shares to members</u></b></p> <p>48.(1) Subject to any direction to the contrary that may be given by the Company by Ordinary Resolution in General Meeting, any original shares or securities for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the</p>	<p><b><u>Issue of new shares to members</u></b></p> <p>48.(1) Subject to any direction to the contrary that may be given by the Company by Ordinary Resolution in General Meeting, any original shares or securities for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may</p>

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	<p>offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.</p> <p>(2) Notwithstanding paragraph (1) of this Article, the Company may apply to the <del>Stock</del>—Exchange for waiver of Extraordinary General Meeting to obtain shareholders' approval for further issues of shares or securities (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.</p>	<p>dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.</p> <p>(2) Notwithstanding paragraph (1) of this Article, the Company may apply to the Exchange for waiver of Extraordinary General Meeting to obtain shareholders' approval for further issues of shares or securities (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.</p>
50 A.	<p><b><u>Share Buy Back</u></b></p> <p>50A.(1) Subject always to the compliance with the provisions of the Act and the requirements of <u>the Act and the requirements of the Exchange</u> <del>The Kuala Lumpur Stock Exchange</del> and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, provided that the total aggregate number of shares to be acquired does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by <u>the Exchange</u> <del>the Kuala Lumpur Stock Exchange</del> unless the prior approval of <u>the Exchange</u> <del>the Kuala Lumpur Stock Exchange</del> has been obtained.</p> <p>(3) Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:</p>	<p><b><u>Share Buy Back</u></b></p> <p>50A.(1) Subject always to the compliance with the provisions of the Act and the requirements of the Act and the requirements of the Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, provided that the total aggregate number of shares to be acquired does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by the Exchange unless the prior approval of the Exchange has been obtained.</p> <p>(3) Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:</p> <p>(b) resell the treasury shares on the Exchange in accordance with the relevant guidelines, rules and/or requirements of the Exchange; or</p>

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	<p>(b) resell the treasury shares on <del>the Exchange the Kuala Lumpur Stock Exchange</del> in accordance with the relevant guidelines, rules and/or requirements of <del>the Exchange the Kuala Lumpur Stock Exchange</del>; or</p> <p>(4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 67A(3C) of the Act, the provisions of any law or requirements of these Articles of Association of the Company or the listing rules of <del>the Exchange the Kuala Lumpur Stock Exchange</del> on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.</p>	<p>(4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 67A(3C) of the Act, the provisions of any law or requirements of these Articles or the listing rules of the Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.</p>
58.	<p><b><u>Calling Extraordinary General Meetings</u></b></p> <p>58. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 144 of the Act. If at any time there are not within <del>Malaysia the Territory</del> sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as early as possible as that in which meetings may be convened by the Directors.</p>	<p><b><u>Calling Extraordinary General Meetings</u></b></p> <p>58. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 144 of the Act. If at any time there are not within Malaysia sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as early as possible as that in which meetings may be convened by the Directors.</p>
59.	<p><b><u>Notice of General Meeting</u></b></p> <p>59. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen days' notice in writing, <del>or at least twenty-one days' notice in writing where any Special Resolution is to be proposed or where it is an Annual General Meeting</del> (exclusive both of the day on which the notice is served or deemed to be served and of the day on which the meeting is to be held <del>for which the notice is given</del>) of every General Meeting shall be given in the manner hereinafter mentioned</p>	<p><b><u>Notice of General Meeting</u></b></p> <p>59. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen days' notice in writing, or at least twenty-one days' notice in writing where any Special Resolution is to be proposed or where it is an Annual General Meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day on which the meeting is to be held) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive</p>

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	<p>to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company. <del>The Company shall by written request made in duplicate in the prescribed form, request the Central Depository at least 3 market days prior to and not including the date of the notice of the general meeting to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company.</del> At least fourteen days' notice of such Meeting or at least twenty-one days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper in the daily press and in writing to each any Stock stock eExchange upon which the Company is may be listed. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:</p>	<p>notice from the Company. At least fourteen days' notice of such Meeting or at least twenty-one days' notice in the case where any Special Resolution is proposed or where it is an Annual General Meeting, shall be given by advertisement in at least one nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:</p>
59A.	<p><b><u>Record of Depositors</u></b></p> <p><del>59A. The Company shall inform the Central Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Central depository at least three (3) market days prior to and not including the date of the general meeting, to prepare the 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 meetings. Subject to the Securities Industry (Central Depository) (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.</del></p> <p><u>(1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</u></p>	<p><b><u>Record of Depositors</u></b></p> <p>59A.(1) The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(2) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three 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 the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</p> <p>(3) Subject to the Securities Industry (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.</p>

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59A.	<p>(2) <u>The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three 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 the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</u></p> <p>(3) <u>Subject to the Securities Industry (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.</u></p>	
71.	<p><b><u>Chairman’s casting vote</u></b></p> <p>71. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall <del>not</del> be entitled to a casting vote.</p>	<p><b><u>Chairman’s casting vote</u></b></p> <p>71. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.</p>
74. (A)	<p><b><u>Voting rights on members</u></b></p> <p>74.(A) Subject to these Articles and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every Member who is present <u>at a General Meeting</u> in person or by proxy or attorney or in the case of a corporation by a representative shall have one vote and on a poll every such Member shall have one vote for every share of which he is the holder.</p>	<p><b><u>Voting rights of members</u></b></p> <p>74.(A) Subject to these Articles and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every Member who is present at a General Meeting in person or by proxy or attorney or in the case of a corporation by a representative shall have one vote and on a poll every such Member shall have one vote for every share of which he is the holder.</p>
77.	<p><b><u>Rights to vote</u></b></p> <p>77. Subject to the provisions of these Articles <u>and in particular, Article 59A,</u> every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of <del>shares fully paid and in respect of fully paid shares where calls are not due and unpaid</del> <u>any share or shares upon which all calls due to the Company have been paid.</u></p>	<p><b><u>Rights to vote</u></b></p> <p>77. Subject to the provisions of these Articles and in particular, Article 59A, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.</p>

Article No.	Existing Articles	Amended Articles
80A.	<p><b><u>Appointment of proxies</u></b></p> <p>80A. Where a member of the Company is an authorised nominee as defined under the <del>Securities Industry (Central Depositories Act) 1991</del>, it may appoint at least one proxy in respect of each <del>S</del>Securities <del>A</del>ccount it holds with ordinary shares of the Company standing to the credit of the said <del>S</del>Securities <del>A</del>ccount.</p>	<p><b><u>Appointment of proxies</u></b></p> <p>80A. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>
83.	<p><b><u>Form of proxies</u></b></p> <p>83. An instrument appointing a proxy shall be in the following form with such variations if any as circumstances may require or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll:</p> <p>"I/We,..... of..... a Member/Members of the abovenamed Company hereby appoint .....of..... or whom failing..... of..... as my/our proxy to vote for me/us and on my/our behalf at the (Annual, Extraordinary or Adjourned, as the case may be) General Meeting of the Company to be held on the ..... day of.....2019..... and at every adjournment thereof.</p> <p>Signed this..... day of ..... 2019.....</p>	<p><b><u>Form of proxies</u></b></p> <p>83. An instrument appointing a proxy shall be in the following form with such variations if any as circumstances may require or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll:</p> <p>"I/We,..... of..... a Member/Members of the abovenamed Company hereby appoint .....of..... or whom failing..... of..... as my/our proxy to vote for me/us and on my/our behalf at the (Annual, Extraordinary or Adjourned, as the case may be) General Meeting of the Company to be held on the ..... day of.....20 ..... and at every adjournment thereof.</p> <p>Signed this.....day of .....20.....</p>
87.	<p><b><u>Directors</u></b></p> <p>87. The Directors of the Company as at the date of <del>adoption of the most recent amendment</del> to these Articles are <u>Tan Sri Lim Kok Thay, Tun Mohammed Hanif bin Omar, Tan Sri Alwi Jantan, Mr Quah Chek Tin, Tan Sri Dato' Wan Sidek bin Hj Wan Abdul Rahman, Tan Sri Dr. Lin See Yan, Tan Sri Datuk Clifford Francis Herbert and General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin, Tan Sri Lim Goh Tong, Tun Mohammed bin Omar, Dato' Lim Kok Thay, Tan Sri Alwi Jantan, Mr. Tan Wah Joo, Mr. Goh Sin Huat, Tan Sri Dato' Wan Sidek bin Hj Wan Abdul Rahman and Dato' Siew Nim Chee.</u></p>	<p><b><u>Directors</u></b></p> <p>87. The Directors of the Company as at the date of the most recent amendment to these Articles are Tan Sri Lim Kok Thay, Tun Mohammed Hanif bin Omar, Tan Sri Alwi Jantan, Mr Quah Chek Tin, Tan Sri Dato' Wan Sidek bin Hj Wan Abdul Rahman, Tan Sri Dr. Lin See Yan, Tan Sri Datuk Clifford Francis Herbert and General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin.</p>

Article No.	Existing Articles	Amended Articles
92.	<p><b><u>Power of directors to hold office of profit and to contract with Company</u></b></p> <p>92. Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested 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 only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provision of Section 131 of the Act relating to the disclosure of the interest of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interest in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction <u>or proposed contract, arrangement or transaction</u> in which he is so interested whether directly or indirectly as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director, or to any contract, arrangement or transaction <u>or proposed contract, arrangement or transaction</u> where the Director is interested merely as a shareholder or a director of another company or both.</p>	<p><b><u>Power of directors to hold office of profit and to contract with Company</u></b></p> <p>92. Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested 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 only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provision of Section 131 of the Act relating to the disclosure of the interest of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interest in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is so interested whether directly or indirectly as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director, or to any contract, arrangement or transaction or proposed contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both.</p>



Article No.	Existing Articles	Amended Articles
98.	<p><b><u>Vacation of office of Director</u></b></p> <p>98. The office of a Director shall be vacated in any one of the following events namely:</p> <p>(e) if he <del>be found lunatic or</del> becomes of unsound mind <u>during his term of office;</u></p> <p>(fg) <del>if he is absent for more than 50% of the total Board of Directors' meetings held during a financial year without reasonable cause subject to the approval of the Kuala Lumpur Stock Exchange or if he be absent from meetings of the Directors for a continuous period of six months without leave from the Directors and the Directors resolve that his office be vacated.</del> if he be removed by the Company in General Meeting pursuant to these Articles; or</p> <p>(g) <u>if he becomes bankrupt during his term of office.</u></p>	<p><b><u>Vacation of office of Director</u></b></p> <p>98. The office of a Director shall be vacated in any one of the following events namely:</p> <p>(e) if he becomes of unsound mind during his term of office;</p> <p>(f) if he be removed by the Company in General Meeting pursuant to these Articles; or</p> <p>(g) if he becomes bankrupt during his term of office.</p>
102.	<p><b><u>Notice of intention to appoint Director</u></b></p> <p>102. No person other than a Director retiring at the Meeting shall unless recommended by the Directors for <del>appointment</del><u>election</u> be eligible for election as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the Meeting there shall have been left at the Office notice in writing signed by some Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the Meeting at which the election is to take place.</p>	<p><b><u>Notice of intention to appoint Director</u></b></p> <p>102. No person other than a Director retiring at the Meeting shall unless recommended by the Directors for election be eligible for election as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the Meeting there shall have been left at the Office notice in writing signed by some Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the Meeting at which the election is to take place.</p>

Article No.	Existing Articles	Amended Articles
105. (2)	<p><b><u>Alternate Directors</u></b></p> <p>(2) An Alternate Director shall (subject to his giving to the Company an address in <del>Malaysia the Territory</del>) be entitled to receive notices of all meetings of the Directors and to attend and vote at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.</p>	<p><b><u>Alternate Directors</u></b></p> <p>(2) An Alternate Director shall (subject to his giving to the Company an address in Malaysia) be entitled to receive notices of all meetings of the Directors and to attend and vote at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.</p>
106.	<p><b><u>Form of appointment of Alternate Director</u></b></p> <p>106. Any appointment of an alternate for a Director shall be made in the following form, or as near thereto as circumstances will admit:-</p> <p>I, the undersigned, a Director of .....hereby appoint ..... of ..... to act as Alternate Director of the said Company in my place but this appointment is to have effect only where necessary upon the same being approved by a majority of the other Directors of the Company or their alternates or substitutes.</p> <p>Dated this ..... day ..... 2019 ...</p>	<p><b><u>Form of appointment of Alternate Director</u></b></p> <p>106. Any appointment of an alternate for a Director shall be made in the following form, or as near thereto as circumstances will admit:-</p> <p>I, the undersigned, a Director of .....hereby appoint ..... of ..... to act as Alternate Director of the said Company in my place but this appointment is to have effect only where necessary upon the same being approved by a majority of the other Directors of the Company or their alternates or substitutes.</p> <p>Dated this ..... day ..... 20 .....</p>
108. (1) (a)	<p><b><u>Meeting of Directors</u></b></p> <p>(1) (a) The Directors may meet together for the despatch of business adjourn or otherwise regulate their meetings as they think fit. Subject to the provisions of these Articles, questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum or at which only two Directors are competent to vote <del>in</del> <u>on</u> the question at issue, in which event the Chairman shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.</p>	<p><b><u>Meeting of Directors</u></b></p> <p>(1) (a) The Directors may meet together for the despatch of business adjourn or otherwise regulate their meetings as they think fit. Subject to the provisions of these Articles, questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum or at which only two Directors are competent to vote on the question at issue, in which event the Chairman shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.</p>
111.	<p><b><u>Proceedings in case of vacancies</u></b></p> <p>111. The continuing Directors may act notwithstanding any vacancies but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of filling up such vacancies or</p>	<p><b><u>Proceedings in case of vacancies</u></b></p> <p>111. The continuing Directors may act notwithstanding any vacancies but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of</p>

Article No.	Existing Articles	Amended Articles
	of summoning General Meetings of the Company but not, <u>except in an emergency</u> , for any other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.	the Company but not, except in an emergency, for any other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.
117.	<p><b><u>General Power of Directors to manage Company's business</u></b></p> <p>117. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that, <u>subject to the Act</u>, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking shall be subject to approval <u>or ratification</u> by the Members in General Meeting.</p>	<p><b><u>General Power of Directors to manage Company's business</u></b></p> <p>117. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that, subject to the Act, any sale or disposal by the Directors of a substantial portion of the Company's main undertaking shall be subject to approval or ratification by the Members in General Meeting.</p>
118.	<p><b><u>Power to establish local boards</u></b></p> <p>118. The Directors may establish any local boards or agencies for managing any affairs of the Company either in <u>Malaysia</u> <del>the Territory</del> or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorise and discretions vested in the Directors, with</p>	<p><b><u>Power to establish local boards</u></b></p> <p>118. The Directors may establish any local boards or agencies for managing any affairs of the Company either in Malaysia or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorise and discretions vested in the Directors, with power to subdelegate, and may authorise the members of any local board or any of them to fill</p>

Article No.	Existing Articles	Amended Articles
	power to subdelegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed, and may annul or vary any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.	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 acting in good faith and without notice of any such annulment or variation shall be affected thereby.
122.	<p><b><u>Directors' borrowing power</u></b></p> <p>122. The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by, and to mortgage or charge upon all or any part of the its undertaking, property or assets of the Company (both present and future including its and uncalled capital for the time being, or any part thereto, and to or by the issue of bonds, notes, debentures, debenture stock and other securities (whether at par or at a discount or premium) whether outright or as security for any debt, liability or obligation of the Company or of its related Companies only or otherwise as they may think fit.</p>	<p><b><u>Directors' borrowing power</u></b></p> <p>122. The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any part of the undertaking, property or assets of the Company (both present and future) including its uncalled capital for the time being or by the issue of bonds, notes, debentures, debenture stock and other securities (whether at par or at a discount or premium) or otherwise as they may think fit.</p>
148.	<p><b><u>Presentation of accounts</u></b></p> <p>148. In accordance with the provisions of the Act and any extension of time allowed by the Registrar of Companies and any Stock Exchange upon which the Company is listed, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and Auditors' Reports for purposes of filing with the Stock Exchange on which the Company is listed shall not exceed four months.</p>	<p><b><u>Presentation of accounts</u></b></p> <p>148. In accordance with the provisions of the Act and any extension of time allowed by the Registrar of Companies and any stock exchange upon which the Company is listed, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and Auditors' Reports for purposes of filing with the stock exchange on which the Company is listed shall not exceed four months.</p>

Article No.	Existing Articles	Amended Articles
150.	<p><b><u>Accounts to Sstock Eexchange</u></b></p> <p>150. The requisite number of copies of each such document as is referred to in the preceding Article shall be forwarded to the Sstock Eexchanges upon which the Company may be listed at the same time as such documents are sent to the Members.</p>	<p><b><u>Accounts to stock exchange</u></b></p> <p>150. The requisite number of copies of each such document as is referred to in the preceding Article shall be forwarded to the stock exchange upon which the Company may be listed at the same time as such documents are sent to the Members.</p>
167.	<p><b><u>Amendment of Articles</u></b></p> <p>167. The Company may by Special Resolution amend the whole or any part of these Articles subject to the prior written approval being obtained from every Stock Exchange on which the Company's shares are listed.</p>	[deleted]
1678. (7)	<p><b><u>Effect of the Listing Requirements</u></b></p> <p>1678. (7) For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Kuala Lumpur Stock Exchange of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.</p>	<p><b><u>Effect of the Listing Requirements</u></b></p> <p>167. (7) For the purpose of this Article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time.</p>

**Form 11**

Companies Act, 1965

Section 21 (2)

Section 154 (1)

Company No.

58019 -U

**NOTICE OF RESOLUTION**

**RESORTS WORLD BHD.**

To the Registrar of Companies,

At an Extraordinary General Meeting of the members of **RESORTS WORLD BHD** duly convened and held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 21st day of March 2007, the Ordinary and Special Resolutions set out below were duly passed:

**ORDINARY RESOLUTION**

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EACH OF THE EXISTING ORDINARY SHARES OF RM0.50 EACH IN RESORTS WORLD BHD INTO 5 ORDINARY SHARES OF RM0.10 EACH IN RESORTS WORLD BHD ("PROPOSED SHARE SPLIT")**

"THAT, subject to the passing of the Special Resolution and approvals being obtained from the relevant regulatory authorities and parties (where required), approval be and is hereby given to the Directors of the Company to subdivide each of the existing ordinary shares of RM0.50 each in the Company, held by the registered shareholders of the Company whose names appear in the Register of Members at the close of business on a date to be determined by the Directors of the Company, into 5 ordinary shares of RM0.10 each in the Company ("Split Shares"), which will be fully paid-up;

THAT the Split Shares shall, upon allotment and issue, rank equal in all respects with each other;

AND THAT the Directors of the Company be and are hereby empowered, authorised and directed to do all such acts and things and take such steps, execute such documents and enter into any arrangements and agreements with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Share Split with full powers to assent to any terms, modifications, conditions, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of the Company."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF RESORTS WORLD BHD ("PROPOSED M&A AMENDMENTS")**

"THAT, subject to the passing of the Ordinary Resolution and approvals being obtained from the relevant parties (where required), approval be and is hereby given to the Directors of the Company to:

- (a) delete the existing Clause V of the Memorandum of Association of the Company in its entirety and substituting in place thereof the following new Clause V upon the implementation of the Proposed Share Split:

"The Capital of the Company is RM800,000,000/- divided into 8,000,000,000 ordinary shares of 10 sen each."; and

- (b) delete the existing Article 5 of the Articles of Association of the Company in its entirety and substituting in place thereof the following new Article 5 upon the implementation of the Proposed Share Split:

"The authorised capital of the Company as at the date of adoption of these Articles is RM800,000,000/- divided into 8,000,000,000 ordinary shares of 10 sen each." "

Dated this 22nd day of March, 2007



Mr Tan Wooi Meng  
(MIA Membership No. 5002 (RA))  
Secretary

Lodged by: Mr Tan Wooi Meng  
Address: 24th Floor Wisma Genting,  
Jalan Sultan Ismail,  
50250 Kuala Lumpur  
Tel: 03-21782288 Fax: 03-21615304

Form 11 (Page No: 1 )

**FORM 11**

Companies Act, 1965

~~\* Section 21 (2)~~

~~\* Section 26 (1), (2)~~

~~\* Section 28 (9)~~

\* Section 154 (1)

~~\* Section 254 (2)~~

Company No.

58019-U

**NOTICE OF RESOLUTION**

**RESORTS WORLD BHD**

To the Registrar of Companies,

At an Extraordinary General Meeting of the members of RESORTS WORLD BHD duly convened and held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan on the 21st day of February, 2002, the Special resolution set out below was duly passed .

**SPECIAL RESOLUTION**


**PROPOSED AMENDMENT TO ARTICLE 86 OF THE ARTICLES OF ASSOCIATION**

"THAT approval be and is hereby given to amend the existing Article 86 of the Articles of Association of the Company by deleting the word "eight" appearing in the sentence and substituting it with the word "twelve"

AND the amended Article 86 shall read as follows:

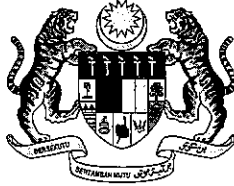
Unless otherwise determined by the Company in General Meeting the minimum number of Directors all of whom shall be natural persons, shall be two and the maximum, twelve."

Dated this 18th day of March, 2002

  
\_\_\_\_\_  
Mr Tan Wooi Meng  
(MLA Membership No. 5002 (RA))  
Secretary

Lodged by : Mr Tan Wooi Meng  
Address : 24th Floor, Wisma Genting  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel No. : 03-21612288





PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 20

AKTA SYARIKAT 1965

[Seksyen 26 (3)]

No. Syarikat 4236/80

58019	U
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**PERAKUAN PEMERBADANAN ATAS PENUKARAN  
MENJADI SYARIKAT AWAM**

Ini adalah untuk memperakui bahawa

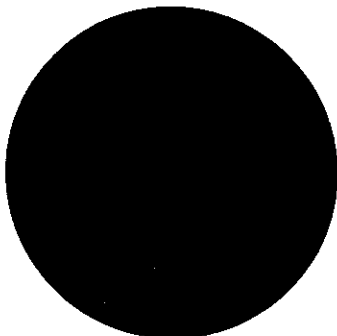
**RESORTS WORLD SDN. BHD.**

yang telah diperbadankan di bawah Akta Syarikat 1965,  
pada 7 haribulan Mei, 1980, sebagai sebuah  
syarikat berhad menurut syer, telah pada 14 haribulan  
Julai, 1989, bertukar menjadi suatu syarikat awam  
dan bahawa nama syarikat itu sekarang ialah

**RESORTS WORLD BHD.**

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur

pada 14 haribulan Julai, 1989.



(ADNAN BIN MAHFAR)  
Penolong Pendaftar Syarikat  
Malaysia

BORANG 9

AKTA SYARIKAT, 1965

[Seksyen 16 (4)]

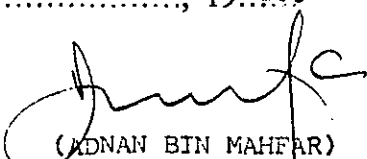
No. Syarikat  
4236/80

(Tempatan 58019)

**PERAKUAN PERBADANAN SYARIKAT SENDIRIAN**

Ini adalah memperakui bahawa RESORTS WORLD SDN. BHD......  
adalah diperbadankan di bawah Akta Syarikat, 1965, pada dan mulai  
dari.....<sup>7</sup>.....haribulan.....<sup>Mei</sup>.....19<sup>80</sup>., dan bahawa  
syarikat ini ialah\*...sebuah syarikat berhad menurut syer...dan bahawa  
syarikat ini ialah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meteri saya, di...Kuala Lumpur.....  
pada.....<sup>7</sup>.....haribulan.....<sup>Mei</sup>....., 19<sup>80</sup>.

  
.....  
(ADNAN BIN MAHFAR)  
.....  
Penolong Pendaftar Syarikat,  
Malaysia

\* Masukkan samada syarikat itu--

- (a) sebuah syarikat berhad menurut syer;
- (b) sebuah syarikat berhad menurut syer dan jaminan.

[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahu Undangan No. 12 tahun 1964; PN 3630/5-xiii, R. of C. 31/67/39.]

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**RESORTS WORLD BHD.**

- Name. I. The name of the Company is "RESORTS WORLD BHD.".
- Registered Office. II. The registered office of the Company will be situated in Malaysia.
- Objects. III. The objects for which the Company is established are:
- (1) To acquire and take over that part of the undertaking of Genting Berhad consisting of the hotel business of Genting Hotel in Genting Highlands in Malaysia including such lands, hotel and other buildings, plant, machinery, stock and other properties, whether real or personal connected with such business and including also the liabilities thereof, and with a view thereto to enter into any agreement or agreements for the purpose of giving effect to such acquisition and to pay for such acquisition either in cash or in shares or partly in cash and partly in shares.
  - (2) To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment room, and lodging-house keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial water and other drinks, purveyors, caterers for public amusements generally, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, jobmasters, farmers, dairymen, ice-merchants, importers and brokers of food, live and dead stock, and local and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agent for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith, and to construct, maintain, develop, work, manage and control hotels, clubs, restaurants, baths, boarding houses, theatres, concert rooms and other places of amusement, pleasure grounds, parks, gardens, reading rooms, and other places of entertainment and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
  - (3) To carry on in Malaysia and elsewhere the business of international bowling games and to operate bowling clubs and for these purposes to purchase, build, rent, lease or otherwise acquire bowling centres and bowling clubs and to install bowling alleys and bowling facilities, bowling apparatus, equipment and devices that may be necessary or incidental or usual in the foregoing business.
  - (4) To carry on in Malaysia and elsewhere all or any of the businesses of casinos, theatre, music hall, concert hall, ball room, circus and hippodrome proprietors, cinematographic shows and exhibitors, box office keepers, showmen, exhibitors, song, music, play programme and general publishers and printers, scene processing and general painters and decorators, theatrical and musical agents, caterers for public and private amusement and entertainment for every description and in particular to provide for the exhibition and filming of biograph, kinemacolor and cinematograph pictures

and promotion, provision, production, representation and performance of stage plays, promenade, shadow plays and other concerts, lectures, public meetings, athletic, sporting, juggling and conjuring displays and every description of musical, dramatic, ventriloquism and variety performance, other public or private entertainment of any kind whatsoever including public or private balls and roller skating and to permit the Company's premises to be used for such other purposes as may seem expedient.

- (5) To make arrangements with individuals or other companies in Malaysia or elsewhere with the object of providing for the production, representation, exhibition and performance of operas, stage plays, shadow plays, operettas, burlesques, vaudevilles, ballets, pantomines, spectacular pieces, music or compositions or concerts, cinematographic films and other musical and dramatic performances or entertainments in Malaysia and elsewhere.
- (6) To enter into agreements with authors and other persons for the dramatic or other rights of stage-plays, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof in Malaysia and elsewhere.
- (7) To purchase either absolutely, conditionally or for any limited interest, take on lease or in exchange, hire or otherwise acquire films for exhibition either on the company's own rights or jointly with others.
- (8) To enter into agreements with and employ such cinematograph operators, engineers, electricians, musicians, dancers, athletes, jugglers, actors, actresses and other artists and public entertainers as may be necessary or expedient for conducting the business of the Company.
- (9) To construct, maintain, improve, develop, work, control, manage and superintend any water works, gasworks, reservoirs, roadways, tramways, railways, conveyors, bridges, water-courses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electric power, heat and light supply works, telephone works, factories, ware-houses, hotels, clubs, restaurants, mining pools, baths, places of worship, places of amusement, pleasure grounds, parks, garden, reading rooms, stores, shops, diaries, golf courses and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, management and any other operations thereof.
- (10) To carry on business as tourist agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureau libraries, lavatories, reading rooms, baggage transport or otherwise.
- (11) To establish, maintain and work lines of aerial conveyances between any towns or places in Malaysia and/or elsewhere and between any other places to be from time to time selected by the Company.
- (12) To apply for, accept and receive or renounce, or surrender such grants for land, certificates of title, leases for land, mukim extracts, licences, concessions, permits and such other instruments, documents, rights, privileges or permission and such renewals and copies thereof as may seem expedient.
- (13) Generally to apply for, purchase or otherwise (whether subject to any encumbrance or existing or contingent liability or not), sell, improve, lease, exchange, part with, transfer, deliver, charge, mortgage, turn to account or otherwise howsoever dispose of or deal with any lands, buildings, estates, mines, plantations, forest, timber and trading rights, shares, securities, manufactories, mills, works, stock, tools, goods, engine, plant and machinery,

To apply for accept and renounce titles to land etc.

Generally to buy, sell develop or turn to account property etc.

merchandise, and movable or immovable property of any kind and wheresoever situate, including concessions, easements or rights of any kind, leases, claims, licences, options or authorities, of and over mines, lands, buildings, mineral properties mining, forest, water and other rights and metaliferous land in any part of the world and either solely or jointly with others and as regards land, to develop the resources thereof by clearing, draining, road-making, farming, grazing, planting, building or improving, selling and constructing public works and conveniences.

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| Invest in shares and securities.          | (14)  | To acquire and hold for investment or resale shares stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioners, public body or authority supreme, Municipal, local or otherwise and to acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same. |
|   | (14A) | To purchase its own shares in the manner and to the extent permitted by and subject to the provisions of the Companies Act, 1965 and the requirements of the Kuala Lumpur Stock Exchange and any applicable laws, rules, regulations and guidelines for the time being in force, including any modifications, amendments and re-enactments in relation thereto, and to do all acts, documents and things and/or other matters ancillary thereto and/or arising therefrom or in furtherance thereof.  |
| To act as agents.                         | (15)  | To act as agents for the investments, loan, payment, commission and collection of money, and for the purchase, sale and improvement, development and management of property, including business concerns and undertakings, and generally to transact and undertake all kinds of agency business whether in respect of agricultural, commercial or financial matters.   |
| To carry on the business of planters etc. | (16)  | To carry on in Malaysia or in any part of the world the business of planters, cultivators, buyers, sellers and dealers in rubber, gutta percha, cocoa, pepper, coconuts, coconut oil, copra, palm oil, tea, coffee, indigo, rice, tapioca, ramie, sugar, gums of every description, timbers and any other produce of the soil, and to prepare, manufacture and render marketable any such produce either in its prepared, manufactured or raw state, and either by wholesale or retail, farm and garden produce of all kinds and as timber growers, timber merchants, lumbermen, sawmill proprietors, and to improve, plant, drain, clear, cultivate and develop any lands which may be purchased, leased or otherwise acquired.   |
| To execute negotiate instruments etc.     | (17)  | To receive money on deposit at interest or otherwise, and to make, accept, indorse, issue discount and otherwise deal with promissory notes, bills of exchange, letters of credit, circular notes, and other negotiable, transferable or mercantile instruments.   |
|   | (18)  | To undertake and transact any of the business of merchants, capitalists, financiers, brokers underwriters and commission agents which may seem conducive to any of the objects of the company.   |
|   | (19)  | To undertake the office of trustee, receiver and liquidator whether official or otherwise, executor, administrator, committee, manager attorney, delegate, substitute, treasurer and any other offices or situations of trust or confidence and to perform and to discharge the duties and functions incident thereto and generally to transact all kinds of trust business either gratuitously or otherwise.  |
| To acquire patents and grant licences.    | (20)  | To apply for, purchase or otherwise acquire, sell let or grant letters, patent, brevets d'invention, concessions, licences, inventions, rights and privileges subject to royalty or otherwise and whether exclusive or non-exclusive or  |

limited or any part or interest in such letters and privileges, whether in Malaysia or elsewhere in any part of the world.

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| To act as general carriers.                            | (21) | To carry on the business of carriers by air, sea, river, canal, railway, road and otherwise.  |
| To trade as warehousemen.                              | (22) | To carry on the business or trade of warehousemen, removers, stores, packers and carriers of personal property of every description.  |
| To promote companies.                                  | (23) | To promote or assist in the promotion of or establish companies and associations for the prosecution or execution of undertakings, works, projects or enterprises of any description, whether of a private or public character in Malaysia or elsewhere in any part of the world, and to acquire and dispose of shares and interests in such companies or associations or in any other companies or associations or in the undertakings thereof.  |
| To lend money etc.                                     | (24) | To receive on deposit title deeds and other securities.   |
|  | (25) | To negotiate loans of every description and to lend money and acquire securities and other property; to give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in anyway the repayment of monies lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.   |
|  | (26) | To invest on the security of and make advances on all descriptions of freehold, leasehold or other properties, and all descriptions of produce or merchandise, and stocks, shares, bonds, mortgages, debentures or obligations and generally to lend and advance money to such persons and upon such terms and subject to such conditions as may seem expedient.  |
|  | (27) | To purchase or otherwise acquire, issue, re-issue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds, and to give any guarantee or security for the payment of dividends or interest thereon or otherwise in relation thereto.  |
|  | (28) | To procure the capital for any company in any country formed for the purpose of carrying into effect and having objects connected with lands, such as companies formed for the purposes of agriculture, land credit, and other interests in real estate and to procure the issue of the capital of such companies, and to guarantee issue thereof and to subscribe for, purchase, dispose of and otherwise deal in the shares, bonds, and securities of such companies or any other securities of such companies or any other securities on real estate.  |
| To purchase other business etc.                        | (29) | To purchase or otherwise acquire and take over, wholly or any part for cash, shares, stocks, debentures, debenture stocks or other securities or otherwise howsoever all or any part of the business, goodwill, property and other assets and to assume or undertake the whole or any part of the liabilities and obligations of any persons, firm or company carrying on any business which this Company is or may become authorised to carry on or possess all property suitable for the purpose of this Company, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof. |
| To enter into working arrangements with companies etc. | (30) | To enter into working arrangements of all kinds with other companies, corporations, firms, or persons, and also to make and carry into effect arrangements with respect to sharing of profits, union of interests, amalgamations, or otherwise either in whole or in part, or any other arrangements with any other companies, corporations, firms or persons.  |

- To enter into arrangements with governing bodies. (31) To enter into any arrangements or contracts with any Governments or authorities supreme, municipal local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to work, develop, carry out, exercise, comply with the turn to account any such arrangements, rights, privileges and concessions.
- To carry on any other business. (32) To carry on and transact any other business and operations, manufacturing, trading, mercantile, commercial or otherwise, which the Company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried on in connection therewith.
- To appoint agents etc. (33) To appoint from time to time either with full or restricted powers of subdelegations and either with or without remuneration agents, attorneys, local or managing directors or other persons or corporations under power of attorney or otherwise within or outside Malaysia for the purpose of carrying out and completing all or any of the objects of the company as mentioned in this Memorandum of Association and of arranging, conducting or managing the business or businesses of the company or any matter or concern whatsoever in which the company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have, and to delegate such powers of appointment to any person, company or corporation, and from time to time revoke and cancel all or any appointment or delegations and to remove any person or corporation appointed thereunder.
- To borrow money. (34) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the mortgage or charge of all or any part of the property of the Company or by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to pay off, purchase or redeem any such mortgage, charge or securities.
- To do all other authorised matters. (35) To do all or any of the matters hereby authorised either alone or in conjunction with, or as factors trustees or agents for any other companies, or persons or by through any factors, trustees or agents.
- To accept stock and shares for services rendered. (36) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debts owing any such Company and to pay for any property acquired by the Company in shares of the Company.
- To employ brokers etc. (37) Upon any issue of shares, debentures or other securities of the Company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any other manner allowed by law.
- To distribute property amongst members. (38) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.
- To lease Company's property. (39) To let on lease or on hire the whole or any part of the immovable or movable property of the Company on such terms as the Company shall determine.
- To sell the business or property of the Company. (40) To sell, dispose of or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may see fit to accept and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- To support charitable objects. (41) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities,

and superannuation or other allowances or benefits or charitable aid to any persons who or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons, and of their wives, widows, children and other relatives and dependents.

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| To procure registration abroad. | (42) | To procure the Company to be registered incorporated or otherwise duly constituted elsewhere in any part of the world, and to obtain any provisional order or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.   |
| To pay promotion expenses.      | (43) | To pay the cost, charges and expenses, preliminary and incidental to the formation, establishment and registration of the company and to remunerate by commission, brokerage, granting of options for taking up shares of the Company or otherwise any persons or company for services rendered or to be rendered in relation to the formation and establishment of the Company or the conduct of its business or placing or assisting to place or guaranteeing the placing of any shares in or debentures or other securities of the Company. |
| To advertise.                   | (44) | To advertise all or any of the manufactures or goods of the Company in any way that may be thought advisable including the posting of bills in relation thereto and the issue of books, pamphlets and price lists and the conducting of competitions and the giving of prizes therefor.  |
| To obtain powers.               | (45) | To obtain all powers and authorities necessary to carry out or extend any of the above objects.  |
| General powers.                 | (46) | Generally to do all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company.   |

Each Sub-Clause to be construed independently.

And it is hereby declared that each Sub-Clause of the Clause shall be construed independently of the Sub-Clause hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

Meaning of company when not applied to this Company.

And it is hereby declared that the word "Company" in this clause when not applied to this Company shall be deemed to include any partnership or other body of persons political, mercantile or otherwise, whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere in any part of the world and whether existing or hereafter to be formed.

Liability of members.

IV. The liability of the members of the Company is limited.

Capital.

V. The Capital of the Company is RM800,000,000/- divided into 1,600,000,000 ordinary shares of 50 sen each.

Power of company to increase, reduce or consolidate and vary rights.

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 divide the shares forming the capital (original, increased or reduced) of the Company into several classes, and to attach thereto respectively preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid.



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

Names, Addresses and Descriptions of Subscribers	No. of shares taken by each Subscriber
LIM KOK THAY 24, Jalan Permai Off Jalan Robson Kuala Lumpur  Company Director	ONE
LIM CHEE WAH 24, Jalan Permai Off Jalan Robson Kuala Lumpur  Company Director	ONE
MRS. TAN (nee-Lim) SIEW LAY 27, Jalan Nusa Off Jalan Natesa, Kuala Lumpur  Company Director	ONE

Dated this 11th day of April, 1980.

Witness to the above signatures:

RAYMOND LIEW KEAT SHONG  
IC No: 3499978  
27 Medan Burhanuddin Helmi,  
Taman Tun Dr. Ismail  
KUALA LUMPUR

THE COMPANIES ACT, 1965  

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COMPANY LIMITED BY SHARES  

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NEW ARTICLES OF ASSOCIATION  
  
OF  
  
**RESORTS WORLD BHD.**  

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(Adopted by Special Resolution passed on 30th September 1989 and further amended by Special Resolutions passed on 15th February 1996 and 26th June 2001)

**PRELIMINARY**

Table "A" not to apply.

1. The regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 (Revised 1973) shall not apply to the Company, but the following shall subject to repeal, addition and alteration as provided by the Act or these Articles be the regulations of the Company.

Interpretation.

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

WORDS	MEANINGS
"The Act"	The Companies Act, 1965 (Revised 1973) or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
"These Articles"	These Articles of Association or other regulations of the Company for the time being in force.
"The Company"	The abovenamed Company by whatever name from time to time called.
"Directors"	The Directors for the time being of the Company or such number of them as having authority to act for the Company.
"Director"	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
"Dividend"	Includes bonus.
"Members"	Any person/persons for the time being holding shares in the Company and whose name(s) appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn Bhd) including depositors whose names appear on the Record of Depositors.
"Month"	Calendar month.
"Office"	The Registered Office of the Company for the time being.
"Paid Up"	Includes credited as paid up.

“Seal”	The Common Seal of the Company, or in appropriate cases the Official Seal or duplicate Common Seal.
“Secretary”	The Secretary or Secretaries appointed under these Articles and shall include any person entitled to perform the duties of Secretary temporarily.
“Writing” and “Written”	Includes printing, lithography, typewriting and any other mode of representing or reproducing words in a visible form.
“Year”	Calendar Year.
“Central Depository”	The Malaysian Central Depository Sdn Bhd.
“Depositor”	A holder of securities account.
“Securities Account”	An account established by a Central Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor.
“Deposited Security”	A security standing to the credit of a securities account and includes securities in a securities account that is in suspense.
“Record of Depositors”	A record provided by Central Depository to the Company under Chapter 24.0 of the Rules of the Central Depository.
“Rules”	The Rules of the Central Depository.
“Central Depositories Act”	The Securities Industry (Central Depositories) Act 1991.
“Market Day”	Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange upon which the company is listed or a Public Holiday.
“Approved Market Place”	A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998.
“Non-Deposited Security”	A security of the Company which is not a Deposited Security.
“Securities”	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof.
“Securities Account”	An account established by the Central Depository for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor.

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

Words denoting the masculine gender only shall include the feminine gender also.

Words denoting persons shall include corporations.

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

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

## BUSINESS

Any branch of business either expressly or by implication authorised may be undertaken by Directors.

3. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these Articles is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

## PUBLIC COMPANY

Public Company.

4. The Company is a Public Company.

## SHARES AND VARIATIONS OF RIGHTS

Authorised Share Capital.

5. The authorised capital of the Company as at the date of adoption of these Articles is RM800,000,000/- divided into 1,600,000,000 ordinary shares of 50 sen each.

Prohibition of dealing in its own shares.

6. Save to the extent provided by the Act none of the funds of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company's shares.

Issue of shares.

7. Subject always to the provisions of Section 132D of the Act, these Articles and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and for such considerations and at such time and subject or not to the payment of any part of the amount thereof in cash and with full power to give to any person the call of any shares either at par or at a premium as the Directors may determine and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:

- (a) no Director shall participate in any issue of shares to employees unless the shareholders in General Meeting have approved of the specific allotments to be made to such Director and unless he holds office in an executive capacity;
- (b) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the shareholders in a General Meeting;
- (c) no shares shall be issued at a discount, except in accordance with the Act; and
- (d) any issue of shares to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 48 with such adaptations as are necessary shall apply.

7A. Notwithstanding the provisions of Article 7, allotment of shares may be made to any person under a share option scheme for employees which has been approved by the Company in general meeting.

Rights attached to certain shares.

8. The rights attached to shares issued upon special conditions shall be clearly defined in the Memorandum or the Articles. In the event of preference shares being issued the total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and the Company shall not unless with the consent of existing preference shareholders at a class meeting issue preference shares ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith. Preference shareholders will be deemed to have the same rights as ordinary shareholders as regards the receiving of notices, reports and balance sheets and the attending of General Meetings of the Company and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or on a proposal to wind up the Company and during the winding up of the Company or the disposal of the whole of the Company's property, business and undertaking or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears.

Variation of rights.

9. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 152 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of these Articles relating to General Meeting shall *mutatis mutandis* apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the Meeting, consent in writing if obtained from three-fourths of the shares of the class concerned within two months of the Meeting shall be as valid and effectual as a Special Resolution carried at the Meeting.

Creation or issue of further shares with special rights.

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by these Articles as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Power to pay commission and brokerage.

11. The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Power to charge interest on capital.

12. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act pay interest on so much of the share capital as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.

Exclusion of Equities.

13. Except as required by law and as provided under the Rules, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.

Joint holders.

14. (1) In the case of Non-Deposited Securities, the Company shall not be bound to register more than three persons as the holder of any such securities except in the case of executors or administrators of the estate of a deceased Member.

(2) If two or more persons are registered as joint holders of any Non-Deposited Security any one of such persons may give effectual receipts for any dividend payable in respect of such Non-Deposited Security and the joint holders of a Non-Deposited Security shall, subject to the provisions of the Act, be severally as well as jointly liable for the payment of all instalments and calls and interest due in respect of such Non-Deposited Securities. Such joint holders shall be deemed to be one Member and only the person whose name stands first in the Register of Members as one of the joint holders of such Non-Deposited Security shall be entitled to receive the certificate relating to such Non-Deposited Security or to receive notices from the Company and delivery of such certificate or such notices to such person shall be sufficient delivery to all such holders.

Fractional part of a share.

15. No person shall be recognised by the Company as having title to a fractional part of a share or otherwise than as the sole or a joint holder of the entirety of such share.

Payment of instalments.

16. If by the conditions of allotment of any shares the whole or any part of the amount of the issued price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.

16A. With respect to Deposited Securities, subject to the provisions of the Act, the Central Depository Act, the Rules and the rules and requirements of the Exchange:

- (a) where any new securities designated as Deposited Securities are issued by the Company (whether by way of bonus issue, rights issue, conversion of debt securities, exercise of any rights or options or otherwise), the Company shall notify the Central Depository of the name of the allottees or entitled persons and all such other information as may be required by the Central Depository (whether under the Rules, by virtue of the Central Depository Act or otherwise) to enable the Central Depository to make the appropriate entries in the securities accounts of the relevant allottees or entitled person and the Company shall deliver the appropriate scrips or jumbo certificates registered in the name of the Central Depository or its nominee in respect of such securities, to the Central Depository;
- (b) the Company shall make application for quotation of such securities and allot all such securities and despatch notices of allotment to the allottees or entitled person in the manner, within the time period prescribed and in accordance with the provisions of the Rules, the Central Depository Act, and the rules and regulations of the Exchange; and
- (c) no share certificate or scrip will be issued to all such allottees or entitled persons.

#### CERTIFICATES

Share Certificates.

17. The certificate of title to Non-Deposited Securities in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signatures of at least two Directors or one Director and countersigned by the Secretary or some other person appointed by the Directors, and shall specify the number of and class of Non-Deposited Securities to which it relates and the amounts paid thereon. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company.

Entitlement to Certificate.

18. Subject to the provisions of the Act, in relation to Non-Deposited Securities, every person whose name is registered as a member in the Register shall be entitled without payment to receive such number of certificates in respect of his holdings as the Company may prescribe provided that in the case of joint holders the Company shall not be bound to issue more than one certificate for the same security and delivery of such certificate to any of them shall be sufficient delivery to all. If any member shall require more certificates than that which are allocated to him by the Company in respect of the securities allotted to him, he shall pay such sum per certificate for every additional certificate as may from time to time be stipulated by the Company. Every member shall be entitled to receive after lodgement of transfer of Non-Deposited Securities, certificates in reasonable denominations in respect of his holding upon payment of a charge per certificate as may from time to time be stipulated by the Company. Where a member transfers part only of the Non-Deposited Securities comprised in a certificate, the old certificate shall be cancelled and a new certificate for the balance of such Non-Deposited Securities issued in lieu with a charge for the sum as may from time to time be stipulated by the Company.

New Certificate may be issued.

19. Subject to the provisions of the Act, in relation to Non-Deposited Securities, if any certificate shall be defaced or worn out, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the member, transferee, person entitled, purchaser, and/or such other persons as the Directors shall require, and on delivery of the old certificate and on payment of such sum as may from time to time be stipulated by the Company.

19A. (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, in respect of Non-Deposited Securities, where a certificate or other document of title to a security is lost, destroyed or stolen, the Company shall on payment of a fee as may from time to time be stipulated by the Company, issue a duplicate certificate or document in lieu thereof to the owner on his application accompanied by:

- (a) a statutory declaration that the certificate or document has been lost, destroyed or stolen, and has not been pledged sold or otherwise disposed of, and, if lost, that proper searches have been made;

- (b) an undertaking in writing that if it is found or received by the owner it will be returned to the Company; and
- (c) a letter of indemnity in form and substance acceptable to the Company.

The member or person entitled to whom such duplicate certificate is issued shall pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft and shall bear any loss that may be incurred by the Company as a result of the Company issuing such duplicate certificate to such person.

(2) The Directors of the Company may, before accepting an application for the issue of a duplicate certificate or document for the Non-Deposited Securities, require the applicant:

- (a) to cause an advertisement to be inserted in a newspaper circulating in a place specified by the Directors stating that the certificate or document has been lost or destroyed and that the owner intends after the expiration of fourteen (14) days after the publication of the advertisement to apply to the Company for a duplicate; or
- (b) to furnish a bond for an amount equal to at least the current market value of the Non-Deposited Securities indemnifying the Company against loss following on the production of the original certificate or document,

or may require the applicant to do both of those things.

#### TRANSFER OF SHARES

Form of transfer of shares.

20. Subject to the provisions of these Articles, the Central Depositories Act and the Rules, the transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the rules of the Central Depository and notwithstanding Sections 103 and 104 of the Companies Act 1965, but subject to subsection 107C(2) of the Companies Act 1965, the Company shall be precluded from registering and effecting any transfer of the listed securities.

Execution.

21. Subject to the Act, the Central Depositories Act and the Rules, the instrument of transfer of a Non-Deposited Security lodged with the Company shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the Non-Deposited Security until the name of the transferee is entered in the Register of Members in respect thereof.

Person under disability.

22. Subject to the Act, the Central Depositories Act and the Rules, no shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Directors' power to decline to register.

23. The Directors may in their absolute discretion, decline to register the transfer of any Non-Deposited Security (being a partly paid security) and may also decline to register the transfer of any Non-Deposited Security on which the Company has a lien without assigning any reason for such refusal.

Terms of registration of transfers.

24. (1) The Directors may decline to recognise any instrument of transfer relating to Non-Deposited Security, unless:

- (a) such fee per transfer as may be stipulated by the Company plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the Directors may from time to time require, is paid to the Company in respect thereof; and
- (b) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so.

(2) All instruments of transfer relating to Non-Deposited Security which are registered may be retained by the Company.

(3) If the Directors decline to register any transfer relating to Non-Deposited Security, they shall send to the transferor, lodging broker and to the transferee written notice of refusal. Any instrument of transfer relating to Non-Deposited Security which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.

Suspension of registration.

25. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any calendar year. At least eighteen (18) market days prior notice of such suspension or such other period and/or extension as may be prescribed and/or permitted by any Stock Exchange upon which the Company may be listed, shall be given to any Stock Exchange upon which the Company may be listed, stating the period and purpose or purposes for which the suspension is made. At least three (3) market days prior notice shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days prior notice shall be given to the Central Depository.

Renunciation of allotment.

26. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

#### TRANSMISSION OF SHARES

Transmission on death.

27. In case of the death of a Member, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased Member (whether sole or joint) from any liability in respect of any share held by him.

Persons becoming entitled on death or bankruptcy of Member may be registered.

28. Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share provided always that where the share is a deposited security subject to the Rules, a transfer or withdrawal of the share may be carried out by the person so becoming entitled. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

Rights of unregistered executors and trustees.

29. Save as otherwise provided by or in accordance with these Articles a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to Meetings of the Company until he shall have been registered as a Member in respect of the share.

Fee for registration of probate etc.

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 shares, such fee not exceeding Malaysian Ringgit Five (RM5/-) as the Directors may from time to time prescribe.

30A. (1) Where:

- (a) the securities of the Company are listed on an Approved Market Place; and



- (b) the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depository) Act 1991 or Section 29 of the Securities Industry (Central Depository) (Amendment) Act 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,

the Company shall, upon request of 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 Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such securities.

(2) For the avoidance of doubt, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

### CALLS ON SHARES

- Calls on shares. 31. The Directors may from time to time make such calls as they think fit upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
- Time when made. 32. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.
- Interest on calls. 33. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum due from the day appointed for payment thereof to the time of actual payment at the rate of ten per cent per annum or at such other rate as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
- Sum due on allotment. 34. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- Power to differentiate. 35. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments.
- Payment in advance of calls. 36. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made and upon the moneys so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned the Company may pay interest at such rate not exceeding ten per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits. The Directors may at any time repay the amount so advanced if they think fit.

### FORFEITURE AND LIEN

- Notice requiring payment of calls. 37. If any Member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may be at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expenses which may have accrued.

Notice to state time and place.

38. The notice shall name a further day (not being less than fourteen days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

Forfeiture on non-compliance with notice.

39. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

Sale of shares forfeited.

40. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid.

Rights and liabilities of Members whose shares have been forfeited or surrendered.

41. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at ten per cent per annum (or such rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares and the Directors may waive payment of such interest either wholly or in part.

Company's lien.

42. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a Member (whether solely or jointly with others) for all debts and liabilities of such Members or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in the shares having been given by any person other than such Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate or any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all bonuses and dividends payable thereon and subject to such lien being restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. The Directors may resolve that any share shall for some specified period be exempt from the provision of this Article, and unless otherwise agreed the registration of any shares shall operate as a waiver of the Company's lien (if any) thereon. Fully paid shares shall be free from all lien.

Sale of shares subject to lien.

43. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of seven days after notice in writing stating and demanding payment of the sum payable and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Application of proceeds of such sale.

44. The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid calls and accrued interest and expenses and the residue (if any) paid to the Member entitled to the share at the time of sale or his executors, administrators or assigns as he may direct.

Title to shares forfeited or surrendered or sold to satisfy a lien.

45. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of

the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under Seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

#### ALTERATION OF CAPITAL

Power to increase capital.

46. 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 capital by the creation of new shares of such amount as may be deemed expedient.

Rights and privileges of new shares.

47. Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine subject to the provisions of these Articles and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.

Issue of new shares to Members.

48. (1) Subject to any direction to the contrary that may be given by the Company by Ordinary Resolution in General Meeting, any original shares or securities for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

(2) Notwithstanding paragraph (1) of this Article, the Company may apply to the Stock Exchange for waiver of Extraordinary General Meeting to obtain shareholders' approval for further issues of shares or securities (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed 10% of the issued capital.

New shares otherwise subject to provisions of Articles.

49. Except so far as otherwise provided by the conditions of issue or by these Articles, all new shares shall be subject to the provisions of these Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Power to consolidate, cancel and subdivide shares.

50. The Company may by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) 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 share capital by the amount of the shares so cancelled;
  - (c) subdivide its shares or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

- (d) subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares.

Share Buy-Back

50A. (1) Subject always to the compliance with the provisions of the Act and the requirements of the Kuala Lumpur Stock Exchange and all other applicable laws, rules, regulations and guidelines for the time being in force, the Company may, with the sanction of the Members in a general meeting, purchase its own shares upon and subject to such terms and conditions as the Directors may, in their discretion deem fit or necessary, provided that the total aggregate number of shares to be acquired does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being or cause the issued and paid-up share capital of the Company to fall below the prescribed minimum amount as may be determined from time to time by the Kuala Lumpur Stock Exchange unless the prior approval of the Kuala Lumpur Stock Exchange has been obtained.

(2) Where the Company has purchased its own shares in the manner as provided in Article 50A(1) above, the Directors may, if the applicable laws for the time being in force so allow:

- (a) cancel the shares so purchased;
- (b) retain the shares so purchased as treasury shares;
- (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (d) deal with the shares so purchased in the manner as may from time to time be prescribed and/or allowed by applicable laws, rules, regulations and guidelines then in force.

(3) Where the shares so purchased or any part thereof are retained as treasury shares, the Directors may at any time subject to the provisions of and in compliance with all applicable laws, rules, regulations and guidelines for the time being in force:

- (a) distribute the treasury shares as dividends to the Members in a manner as may be allowed by applicable law;
- (b) resell the treasury shares on the Kuala Lumpur Stock Exchange in accordance with the relevant guidelines, rules and/or requirements of the Kuala Lumpur Stock Exchange; or
- (c) deal with the treasury shares in the manner as may from time to time be prescribed and/or allowed by the applicable laws, rules, regulations and guidelines then in force.

(4) While the shares are held as treasury shares, the rights attached to such shares as to voting, dividends and participation in other distribution and otherwise shall be and are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 67A(3) of the Act, the provisions of any law or requirements of the Articles of Association of the Company or the listing rules of the Kuala Lumpur Stock Exchange on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

Power to reduce capital.

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

**STOCK**

Power to convert into stock.

52. The Company may by Ordinary Resolution convert any paid up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.

Transfer of stock.

53. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previous to conversion have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.

Rights of stockholders.

54. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

Interpretation.

55. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" or similar expressions herein shall include "stock" or "stockholder".

#### GENERAL MEETING

Annual General Meeting.

56. Subject to the provisions of the Act the Company shall in each year hold a General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

Extraordinary General Meetings.

57. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Calling Extraordinary General Meetings.

58. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 144 of the Act. If at any time there are not within the Territory sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as early as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

Notice of General Meetings.

59. Subject to the provisions of the Act as to Special Resolutions and special notice, at least fourteen days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company. The Company shall by written request made in duplicate in the prescribed form, request the Central Depository at least 3 market days prior to and not including the date of the notice of the general meeting, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company. At least fourteen days' notice of such Meeting shall be given by advertisement in the daily press and in writing to any Stock Exchange upon which the Company may be listed. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) 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 per centum in nominal value of shares giving a right to attend and vote.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

Record of Depositors.

59A. The Company shall inform the Central Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Central Depository at least three (3) market days prior to and not including the date of the general meeting, to prepare the 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 meetings. Subject to the Securities Industry (Central Depository) (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.

Contents of notice.

60. (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 is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.

(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 routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

Routine business.

61. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

- (a) Declaring dividends;
- (b) Considering and adopting the balance sheet, the reports of the Directors and the Auditors, and other accounts and documents required to be annexed to the balance sheet;
- (c) Appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors; and
- (d) Appointing Auditors and fixing the remuneration of Auditors or determining the manner in which such remuneration is to be fixed.

Special business.

62. Any notice of a Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

#### PROCEEDINGS AT GENERAL MEETING

Quorum.

63. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided, two Members present in person and entitled to vote thereat shall form a quorum. For the purpose of this Article, "Member" includes a person attending by proxy or by attorney or as duly authorised representative of a corporation which is a Member.

Adjournment if quorum not present.

64. 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 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 fifteen minutes from the time appointed for holding the Meeting, the Members present shall be a quorum. No notice of any such adjournment as aforesaid shall be required to be given to the Members.

Resolutions in writing.

65. Subject to the provisions of the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened held and constituted and may consist of several documents in the like form, each signed by one or more of such Members.

Chairman.

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

Adjournment. 67. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of the 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.

Method of voting. 68. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman (being a person entitled to vote thereat); or
- (b) by at least two Members present in person or by proxy or by attorney or in the case of a corporation by a representative and entitled to vote thereat; or
- (c) by any Member of Members present in person or by proxy or by attorney or in the case of a corporation by a representative and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or
- (d) by a Member or Members present in person or by proxy or by attorney or in the case of a corporation by a representative, holding shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all the shares conferring that right.

Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

Taking a poll. 69. If a poll be duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. The Chairman may, and if so requested shall appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Votes counted in errors. 70. If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude.

Chairman's casting vote. 71. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting vote.

Time for taking a poll. 72. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

Continuance of business after demand for a poll. 73. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

Voting rights of Members. 74. (A) Subject to these Articles and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every Member who is present in person or by proxy or attorney or in the case of a corporation by a representative shall have one vote and on a poll every such Member shall have one vote for every share of which he is the holder.

(B) 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.

Voting rights of joint holders.

75. When there are joint holders of any Non-Deposited Security, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Non-Deposited Security as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy, the person whose name stands first on the Register in respect of such Non-Deposited Security shall alone be entitled to vote in respect thereof.

Voting rights of Members of unsound mind.

76. A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting.

Rights to vote.

77. Subject to the provisions of these Articles every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.

Objections.

78. 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.

Votes on a poll.

79. On a poll, votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Appointment of proxies.

80. An instrument appointing a proxy shall be in writing and:

- (a) in the case of an individual shall be signed by the appointor or by his attorney; and
- (b) in the case of a corporation shall be either under the common seal or signed by its attorney or by an officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

80A. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Proxy need not be a Member.

81. A proxy need not be a Member of the Company but shall be subject to the provision of Section 149(1)(b) of the Act.

Deposit of proxies.

82. An instrument appointing a proxy or the power of attorney or other authority, if any, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.

Form of proxies.

83. An instrument appointing a proxy shall be in the following form with such variations if any as circumstances may require or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll:



"I/We.....  
of.....  
a Member/Members of the abovenamed Company hereby appoint .....  
of.....  
or whom failing.....  
of.....  
as my/our proxy to vote for me/us and on my/our behalf at the (Annual, Extraordinary or  
Adjourned, as the case may be) General Meeting of the Company to be held on the .....  
day of..... 19 ..... and at every adjournment thereof.  
Signed this..... day of ..... 19....."

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

Intervening death or insanity of principal not to revoke proxy.

84. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of these Articles shall also include a power of attorney) shall be valid notwithstanding the previous death, bankruptcy or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, bankruptcy, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

Corporations acting by representatives.

85. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation would exercise as if it were an individual Member of the Company.

**DIRECTORS**

Appointment and number of Directors.

86. Unless otherwise determined by the Company in General Meeting the minimum number of Directors all of whom shall be natural persons, shall be two and the maximum, eight.

Directors.

87. The Directors of the Company as at the date of adoption of these Articles are Tan Sri Lim Goh Tong, Tun Mohammed Hanif bin Omar, Dato' Lim Kok Thay, Tan Sri Alwi Jantan, Mr. Tan Wah Joo, Mr. Goh Sin Huat, Tan Sri Dato' Wan Sidek bin Hj Wan Abdul Rahman and Dato' Siew Nim Chee.

Qualification.

88. A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in General Meeting.

Remuneration of Directors.

89. The remuneration of the Directors (other than salaries payable to Executive Directors) shall be determined from time to time by the Company in General Meeting and such remuneration shall not be increased except pursuant to an Ordinary Resolution and passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the Meeting. Such remuneration shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for the proportion of remuneration related to the period during which he has held office.

Expenses and extra remuneration.

90. (1) The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

(2) Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this Article.

(3) The remuneration payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of turnover.

Pensions.

91. (1) Subject to the provisions of Section 137 of the Act, the Directors may pay a pension or allowances (either revocable or irrevocable and either subject or not subject to any terms and conditions) to any Executive Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependants.

(2) The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such associated company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds.

(3) The expression "associated company" for the purposes of these Articles shall include any company which is deemed to be related to the Company in terms of Section 6 of the Act or which in the opinion of the Directors can properly be otherwise regarded as being connected with the Company.

(4) In these Articles the expression "Executive Director" shall mean and include any Director including a Managing Director who has been or is engaged substantially whole-time in the business of the Company.

Power of directors to hold office of profit and to contract with Company.

92. Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested 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 only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provision of Section 131 of the Act relating to the disclosure of the interest of the Directors in contracts or proposed contracts with the Company or of any office or property held by a Director which might create duties or interest in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction in which he is so interested whether directly or indirectly as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director, or to any contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both.

Holding of office in other companies.

93. (1) A Director may be or become a director of or hold any office or place of profit (other than as Auditor) or otherwise be interested in any company in which the Company may or may not be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed shall not be accountable for any fees, remuneration or other benefits received by him as a director, or officer of or by virtue of his interest in such other company.

(2) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

## MANAGING DIRECTORS

Appointment of  
Managing Directors.

94. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed term such term shall not exceed five years.

Managing Director  
shall be subject to  
retirement by  
rotation.

95. A Managing Director shall while he continues to hold that office be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of Directors but he shall be subject to the provisions of any contract between him and the Company and be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.

Remuneration of  
Managing Director.

96. The remuneration of a Managing Director shall from time to time be fixed by the Directors and may subject to these Articles be by way of salary or commission or participation in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

Powers of Managing  
Director.

97. A Managing Director shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.

## VACATION OF OFFICE OF DIRECTORS

Vacation of office of  
Director.

98. The office of a Director shall be vacated in any one of the following events namely:

- (a) if he becomes prohibited from being a Director by reason of any order made under the Act;
- (b) if he ceases to be a Director by virtue of any of the provisions of the Act;
- (c) if he resigns by writing under his hand left at the Office;
- (d) if he has a receiving order made against him or suspends payment of compound with his creditors generally;
- (e) if he be found lunatic or becomes of unsound mind;
- (f) if he is absent for more than 50% of the total Board of Directors' meetings held during a financial year without reasonable cause subject to the approval of the Kuala Lumpur Stock Exchange or if he be absent from meetings of the Directors for a continuous period of six months without leave from the Directors and the Directors resolve that his office be vacated;
- (g) if he be removed by the Company in General Meeting pursuant to these Articles; or
- (h) if he becomes bankrupt.

## ROTATION OF DIRECTORS

Retirement of  
Directors by  
rotation.

99. An election of Directors shall take place each year. Subject to these Articles and to the provisions of the Act, at each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to one-third with a minimum of one shall retire from office and a Director at a Meeting shall retain office until the close of the Meeting whether adjourned or not. All Directors shall retire from office once at least in each three years but shall be eligible for re-election subject to these Articles.

Selection of  
Directors to retire.

100. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Filling vacated  
office.

101. 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 a person thereto. 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 is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) such Director has attained any retiring age applicable to him as a Director.

Notice of intention  
to appoint Director.

102. No person other than a Director retiring at the Meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the Meeting there shall have been left at the Office notice in writing signed by some Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election and also notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the Meeting at which the election is to take place.

Removal of  
Directors.

103. In accordance with the provisions of Section 128 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, notwithstanding any provision of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

Directors' power to  
fill casual vacancies  
and to appoint  
Additional Director.

104. 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 but so that the total number of Director shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such Meeting.

#### ALTERNATE DIRECTORS

Alternate Directors.

105. (1) Any Director of the Company may at any time appoint any person approved by a majority of his co-Directors to be his Alternate Director of the Company and may at any time remove any such Alternate Director so appointed from office. An Alternate Director so appointed 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 he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

(2) An Alternate Director shall (subject to his giving to the Company an address in the Territory) be entitled to receive notices of all meetings of the Directors and to attend and vote at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.

(3) An Alternate Director shall *ipso facto* cease to be an Alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

(4) All appointments and removals of Alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.

(5) A person may act as an Alternate Director to represent more than one Director and an Alternate Director shall be entitled at Directors' meetings to one vote for every Director whom he represents in addition to his own vote as a Director.

Form of appointment of Alternate Director.

106. Any appointment of an alternate for a Director shall be made in the following form, or as near thereto as circumstances will admit:-

I, the undersigned, a Director of ..... hereby appoint ..... of ..... to act as Alternate Director of the said Company in my place but this appointment is to have effect only where necessary upon the same being approved by a majority of the other Directors of the Company or their alternates or substitutes.

Dated this ..... day ..... 19 .....

Responsibility of Alternate Director.

107. Every person acting as an Alternate Director shall be an officer of the Company and shall be responsible to the Company for his own acts and default and shall not be deemed to be the agent of or for the Director appointing him.

#### PROCEEDINGS OF DIRECTORS

Meetings of Directors.

108(1). (a) The Directors may meet together for the despatch of business adjourn or otherwise regulate their meetings as they think fit. Subject to the provisions of these Articles, questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum or at which only two Directors are competent to vote in the question at issue, in which event the Chairman shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.

(b) A person may participate in a meeting of the Board or any committee of the Board by conference telephone, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

(c) Participation by a person in a meeting by conference telephone, electronic or such other communication facilities shall be treated as presence in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.

108 (2). A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. Notice of the meeting shall be given to each Director either by telephone or in writing or by telex or telegram or facsimile or by electronic communication means including but not limited to electronic mail sent to the respective address(es) of each Director from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.

Quorum.

109. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers and discretion for the time being exercisable by the Directors.

Relaxation of restriction on voting.

110. A Director notwithstanding his interest may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where the Director resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or confer in the appointment of a Director to hold any office or place of profit under any other company or where the Directors

resolve to enter into or make any arrangements with him or on his behalf pursuant to these Articles or where the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment or arrangements with himself or the fixing of the terms thereof.

Proceedings in case of vacancies.

111. The continuing Directors may act notwithstanding any vacancies but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company but not for any other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Directors.

112. The Directors may from time to time elect a Chairman and if desired a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. Any Director acting as Chairman of a meeting of the Directors shall in the case of an equality of votes have the Chairman's right to a second or casting vote where applicable.

Resolutions in writing.

113. A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors.

Power to appoint committees.

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

Proceedings at committee meetings.

115. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Validity of acts of Directors in spite of some formal defect.

116. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall, as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

#### GENERAL POWERS OF THE DIRECTORS

General Power of Directors to manage Company's business.

117. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking shall be subject to approval by the Members in General Meeting.

Power to establish local boards.

118. The Directors may establish any local boards or agencies for managing any affairs of the Company either in the Territory or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as

the Directors may think fit and the Directors may remove any person so appointed, and may annul or vary any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys.

119. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him.

Power to keep a branch register.

120. The Company or the Directors on behalf of the Company in exercise of the powers in that behalf conferred by the Act shall cause to be kept a Branch Register or Registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register.

Signature of cheques and bills.

121. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments of 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.

#### **POWER TO BORROW AND GUARANTEE**

Directors' borrowing power.

122. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereto, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of its related Companies only.

Guarantee for payment of money.

122A. The Directors may exercise all the powers of the Company to guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or incorporate with or without securities.

#### **SECRETARY**

Secretary.

123. The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act and in particular Section 139 thereof.

#### **SEAL**

Seal and Seal for use abroad.

124. (1) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall (subject to the provisions of these Articles as to certificates for shares) be affixed in the presence of and signed by two Directors or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.

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

(3) The Company may have a duplicate Common Seal as referred to in Section 101 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal".

## 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 resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and 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 resolution 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 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.

## DIVIDENDS AND RESERVES

Payment of dividends.

127. The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, nor in excess of the amount recommended by the Directors.

Apportionment of dividends.

128. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Payment of fixed preferential dividends.

129. If and so far as in the opinion of the Directors the profit of the Company justifies such payments, the Directors may pay the fixed preferential dividends on any expressed class of shares carrying a fixed preferential dividend expressed to be payable on fixed date on the half-yearly or other date (if any) prescribed for the payment thereof by the terms of issue of the shares.

Payment of interim dividends.

130. Notwithstanding the provisions of Articles 127 and 137, the Directors may from time to time pay to the Members such interim dividends whether by way of a cash payment or by way of a distribution of specific assets or both as in their judgement the position of the Company justifies.

Share premium account.

131. 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 be applied in such manner as may be permitted under the Act.

Dividends not to bear interest.

132. No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.

Deduction of debts due to Company.

133. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.

Retention of dividends on shares subject to lien.

134. The Directors may retain any dividend or other money 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.

135. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of share hereinbefore contained entitled 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.

136. The payment by the Directors of any unclaimed dividends or other money payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Subject to any statutory requirements all dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their discretion annul any such forfeiture and pay the dividend so forfeited to the persons entitled thereto prior to the forfeiture.

Payment of final dividend in specie.

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

Dividends payable by cheque.

138. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one or two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Effect of transfer.

139. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer.

## RESERVES

Power to carry profit to reserve.

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

## CAPITALISATION OF PROFITS AND RESERVES

Power to capitalise profits.

141. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company 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 amount (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed 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 a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid shares.

Implementation of resolution to capitalise.

142. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation 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 sum 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 BOOKS

Record of minutes

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

- (a) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
- (b) of all Resolutions and proceedings at all Meetings of the Company and of any class of Members, of the Directors and of committees of Directors.

Keeping of registers, etc.

144. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Share and Debenture Holdings and in regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.

Form of registers, etc.

145. Any Register, index, minute book, book of accounts or other book required by these Articles or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery.

#### ACCOUNTS

Directors to keep proper accounts.

146. The Directors shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

Location and inspection.

147. Subject to the provisions of Section 167 of the Act, the books of accounts shall be kept at the Office or at such other place or places as the Directors think fit. No Member (other than a Director) shall have any right of inspecting any account or book or document or other recording of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company.

Presentation of accounts.

148. In accordance with the provisions of the Act and any extension of time allowed by the Registrar of Companies and any Stock Exchange upon which the Company is listed, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. Whenever so required, the interval between the close of a financial year of the Company and the issue of annual audited accounts, the Directors' and Auditors' Reports for purposes of filing with the Stock Exchange on which the Company is listed shall not exceed four months.

Copies of accounts.

149. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than fourteen days before the date of the Meeting be sent to every Member of, and every holder of debentures (if any) of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles provided that these Articles shall not require a copy of these documents to be sent to any

person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise 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.

Accounts to Stock Exchange.

150. The requisite number of copies of each such document as is referred to in the preceding Article shall be forwarded to the Stock Exchanges upon which the Company may be listed at the same time as such documents are sent to the Members.

#### AUDITORS

Appointment of Auditors.

151. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.

Validity of acts of Auditors in spite of some formal defect.

152. 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.

Auditors' right to receive notices of and attend at General Meeting.

153. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the Meeting which concerns them as Auditors.

#### NOTICES

Service of notices.

154. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address entered in the Register of Members or the Record of Depositors.

154A. Notwithstanding Article 154, in respect of notices and documents to be issued by the Company to Members whose registered address as appearing in the Register of Members and the Record of Depositors is outside Malaysia and where such notices and documents are required by the laws of such jurisdictions in which the Members' registered address is situated, to be lodged or registered with any competent governmental or statutory authority of such jurisdictions, all of such members shall provide an address in Malaysia for service of such notices and documents by the Company. Any such Member who has not supplied an address within Malaysia for service of such notices and documents shall not be entitled to receive any such notices or documents from the Company and service of such notices and documents to Members who have furnished an address in Malaysia shall be deemed good and effectual service of the same on such Members.

Service of notice in respect of joint holders.

155. With respect to any Non-Deposited Security that is held in joint names, all notices to such joint holders shall be given to whichever of such persons named first in the Register and any notice so given shall be sufficient notice to all the holders of such security.

Members shall be served at registered address.

156. Any Member with a registered address shall be entitled to have served upon him at such address any notice to which he is entitled under these Articles.

Service of notice on members abroad.

157. If a Member has no registered address within Malaysia, a notice may be sent to him by airmail or ordinary mail to his registered address appearing in the Register of Members or the Record of Depositors.

Service of notice after death etc. of a Member.

158. A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address for the service of notice, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company

have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.

When service effected.

159. Any notice or other document if sent by post and whether by airmail or not shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the Post Office as a prepaid letter or wrapper.

Signature on notice.

160. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written.

Day of service not counted.

161. When a given number of days' notice or notices extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by these Articles or by the Act, be not counted in such number of days or period.

Notice of General Meeting.

162. Notice of every General Meeting shall be given in manner hereinbefore authorised to:

- (a) every Member;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the Meeting; and
- (c) the Auditor for the time being of the Company.

#### WINDING UP

Distribution of assets in specie.

163. If the Company is wound up (whether the liquidation is voluntary, under supervision, or by the Court) the Liquidator may, with the authority of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members provided always that, the preference shareholder shall be entitled to a return of capital in preference to holders of ordinary shares. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority thinks fit and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other securities in respect of which there is a liability.

Liquidator's commission.

164. On a voluntary winding up of the Company no commission or fee shall be paid to a Liquidator without the prior approval of the Members in General Meeting. The amount of such commission or fee shall be notified to all Members not less than seven days prior to the Meeting at which it is to be considered.

#### INDEMNITY

Indemnity of Directors and officers.

165. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any money, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence, wilful default, breach of duty or breach of trust.

## SECRECY

Secrecy.

166. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law.

## AMENDMENT OF ARTICLES

Amendment of Articles.

167. The Company may by Special Resolution amend the whole or any part of these Articles subject to the prior written approval being obtained from every Stock Exchange on which the Company's shares are listed.

## EFFECT OF THE LISTING REQUIREMENTS

Effect of the Listing Requirements.

- 168.
- (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 shall prevent 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 the Listing Requirements of Kuala Lumpur Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.

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Names, Addresses and Descriptions of Subscribers

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LIM KOK THAY  
24, Jalan Permai  
Off Jalan Robson  
Kuala Lumpur

Company Director

LIM CHEE WAH  
24, Jalan Permai  
Off Jalan Robson  
Kuala Lumpur

Company Director

MRS TAN (nee Lim) SIEW LAY  
27, Jalan Nusa  
Off Jalan Natesa  
Kuala Lumpur

Company Director

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Dated this 11th day of April, 1980.

Witness to the above signatures:

RAYMOND LIEW KEAT SHONG  
I/C No. 3499978  
27 Medan Burhanuddin Helmi,  
Taman Tun Dr. Ismail  
KUALA LUMPUR.