

The Companies Act 2016

MALAYSIA

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PUBLIC COMPANY LIMITED BY SHARES

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CONSTITUTION

of

**United Malacca Berhad**

(Company No. 1319-V)

(Incorporating all amendments made by the Company up to 27th August 2012  
and in accordance with  
the general transitional provisions pursuant to Section 619 of the Companies Act 2016)

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Incorporated on the 27th day of April, 1910

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PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

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

No. Syarikat

1319	V
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PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT

Adalah diperakui bahawa  
THE UNITED MALACCA RUBBER ESTATES, BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
27 haribulan April 1910, sebagai sebuah syarikat  
awam, pada 21 haribulan September 2000

telah menukar namanya kepada  
UNITED MALACCA BERHAD  
awam  
dan bahawa syarikat ini adalah sebuah syarikat

dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di MELAKA  
pada 21 haribulan September 2000

  
RAMLE BIN LEEN  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA

Borang ini diterbitkan di bawah Peraturan Kelantan, 1964, menurut Undang-undang No. 12 tahun 1964  
(SBR) 24 Pt. 11, p. 7/81 J.M.21

BORANG 14A  
ACT SHARIKAT, 1965

(Mahkamah 574)

No. Sharikat

Sekshen 23 (5)

L. 1319

PERAKUAN PERBADANAN SHARIKAT  
~~SENDIRI~~ \*AWAM

Ini ada-lah memperakuī bahawa THE UNITED MALACCA RUBBER ESTATES, LIMITED

yang telah di-perbadankan pada 27 haribulan April, 1910

1886

di-bawah Ordinance<sup>2</sup> Sharikat Negeri<sup>2</sup> Tanah Melayu / ~~1900 or Ordinance 1900~~  
sa-belum Act ini di-Ruat kuasakan

~~1900 or Ordinance Sarawak No. 32 tahun 1956~~ ada-lah di-sifatkan

sa-bagai telah mengubahkan nama-nya kapada THE UNITED MALACCA RUBBER

ESTATES, BERHAD

mulaī dari 15hb April, 1966, dan bahawa sharikat itu ia-lah\* sa-buah sharikat

berhad menurut sher.

Di-buat di-bawah tandatangan dan meteri saya di- Kuala Lumpur,

pada 3 haribulan Julai, 1969.



(Lee Joo Tet)  
Penolong Pendaftar Sharikat, Malaysia

\* Masokkan sama ada sharikat itu—

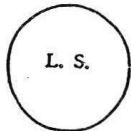
- (a) sa-buah sharikat berhad menurut sher;
- (b) sa-buah sharikat berhad menurut jaminan;
- (c) sa-buah sharikat berhad menurut sher dan jaminan;
- (d) sa-buah sharikat tidak berhad.

CERTIFICATE OF INCORPORATION  
OF  
THE UNITED MALACCA RUBBER ESTATES,  
LIMITED.

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I, FELIX HENRY VALENTINE GOTTLIEB, The Registrar of Joint Stock Companies, Singapore, do hereby certify that the UNITED MALACCA RUBBER ESTATES, LIMITED, is this day Registered and Incorporated under "The Companies Ordinance, 1889," and that this Company is Limited.

GIVEN under my hand and seal this 27th day of April, 1910.



(Sd.) F. H. V. GOTTLIEB,  
Registrar of Joint Stock Companies,  
Singapore.

THE COMPANIES' ORDINANCE, 1889

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

**THE UNITED MALACCA RUBBER ESTATES, LIMITED**

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1. The name of the Company is THE UNITED MALACCA RUBBER ESTATES, LIMITED.
2. The Registered Office of the Company will be situated at Malacca.
3. The objects for which the Company is established are:-

	Objects
(a) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement dated the 20 <sup>th</sup> day of April, 1910, and made between Tan Cheng Lock of the one part and E. L. Seth, acting on behalf of the Company of the other part being an agreement for the sale and purchase of certain plantations in Malacca.	Carry into effect Agreement
(b) To carry on the business of planters, cultivators, receivers and buyers of Rubber and every kind of produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail. To work, win, get, render merchantable, turn to account and deal with any mineral or other substances in or under or near to any lands of the Company, and any timber on such lands, and to carry on business as farmers, miners, merchants, shipowners, wharfingers, warehousemen, general store keepers and brokers and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as auxiliary to any business of the Company hereby expressly authorized or which is in such opinion calculated directly to enhance the value of or render profitable any of the Company's property or rights.	Carry on business as rubber planters, & c.

- Acquire lands, buildings, & c. (c) To purchase, take on lease or in exchange, or on grant from the Crown or any other authority, hire or otherwise acquire and hold for any estate or interest, any lands, building, easement, rights, privileges, concessions, machinery, patent, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business.
- Erect building, & c. (d) To erect, construct, lay down, enlarge, alter and maintain any buildings, works conveniences, and machinery necessary or convenient for the Company's business, or which may seem calculated directly or indirectly to benefit the Company's property or rights, or any of such property or rights.
- Borrow money (e) To borrow and raise money for the purpose of the Company's business.
- Mortgage and charge undertaking, & c. (f) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for time being of the Company and to issue at par or at a premium or discount debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or irredeemable or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or order assurance, and to confer upon the Trustees of any such deed all such powers of management and realization whether before or after the security constituted by the Deed has become enforceable, and also such powers of control, supervision and vote as the Company may think expedient.
- Issue and deposit securities (g) To issue and deposit any securities which the Company has power to issue by way of mortgage, to secure any sum less than the nominal amount of such securities, and also by way of security for the performance or any contracts of obligations of the Company.
- Receive deposits and loans and guarantee debts and contracts and make advances, act as bankers. (h) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others, and to make advance to customers and other with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- Grant pensions, & c. (i) To grant pensions, allowances, gratuities and bonuses to employee or ex-employees of the Company or the dependents of such persons, and to establish and support, or to aid in the establishment and support of any school, and any educational, scientific, literary, religious or charitable institutions, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not and any clubs or other establishments calculated to advance the interests of the Company or of the persons employed by the company or its predecessors in business.
- Support and subscribe in school and other Institutions and trade societies

- (j) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments. Make and accept bills of exchange, & c.
- (k) To issue any shares of the Company at par, or at a premium or as fully or in part paid up, and to invest, and deal with the moneys of the Company, not immediately required, upon such securities and in such manner as may from time to time be determined. Issue shares and invest moneys
- (k)(i) 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. Share buy back
- (l) To pay for any property or rights acquired by the Company either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine. Pay for property & c., in cash or shares
- (m) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place any of the shares or securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business. Pay brokerage and commissions
- (n) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares, of any Company, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of mortgage or by debentures or mortgage debentures or debenture stock or other securities of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine. Accept payment in cash or shares, & c.
- (o) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests or co-operation with any company or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold shares or securities of any such company. Enter into partnership or joint purse arrangements, & c.

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|---|--|
| Promote other companies                           | (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of or the carrying on of any business within the objects of this Company, or shall be deemed as in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares or securities of and to guarantee any shares or securities issued by or any other obligations of any such company. |
| Purchase other business or property               | (q) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purpose of the Company.   |
| Sell or otherwise deal with undertaking           | (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company   |
| Amalgamate with other company                     | (s) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (of shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company aforesaid with or without winding up, or by sale or purchase (for shares or otherwise) of all the shares of this or any such other Company as aforesaid, or by partnership or any arrangement of the nature or partnership or in any other manner.   |
| Distribute property among Members                 | (t) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital, be made except with the sanction (if any) for the time being required by law.  |
| Generally to do things conducive to above objects | (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise and to do all such other things as are incidental or conducive to the above objects or any of them.  |

AND it is hereby declared that the word "COMPANY" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled or constituted in the Straits Settlements, the Federated Malay States, the United Kingdom or elsewhere.



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|---|---------------------------------------|
| 4. The liability of the Members is limited.   | Liability of Members                  |
| 5. The Capital of the Company is RM500,000,000 divided into 500,000,000 shares RM1 each, with such respective rights as are defined by the Articles of Association registered herewith.   | Capital of Company                    |
| <p>ANY of the said shares for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both or any such other special privilege or advantage over any shares previously issued or then about to be issued, or subject to any conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by Special Resolution determine but so nevertheless that the rights or privileges attached to any class of shares (including any class of shares in the original capital) may be affected, altered, modified, or dealt with in accordance with the provisions in that behalf contained in the Articles of Association of the Company as originally framed or as altered by Special Resolution.</p> | Issue of Shares with preference, & c. |

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.

Name, Address and Description of Subscribers	Number of shares taken by each Subscriber
YEO TECK SOON, Singapore, Broker.	ONE
TAN ENG QUEE, Singapore, Broker.	ONE
CHUA KIP TAY, Singapore, Clerk.	ONE
WEE KAY HIN Singapore, Clerk.	ONE
LEE PANG LENG, Singapore, Merchant	ONE
LEE CHIM TEK, Singapore, Contractor.	ONE
PHUA LIP SIAN, Singapore, Merchant	ONE

Dated the 27th day of April, 1910.

Witness to all the above signatures:-

(Sd.) CHARLES EMERSON,  
Solicitor,  
Singapore.

THE COMPANIES ACT, 1965  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
**THE UNITED MALACCA RUBBER ESTATES, BERHAD**

Adopted by Special Resolution passed on  
28th day of October 1991

REMARKS     **PRELIMINARY**

- Table 'A'  
excluded     1.     The regulations in Table 'A' in the Fourth Schedule to the Companies, 1965, shall not apply to the Company, except in so far as the same are repeated or contained in these presents.
- Definitions     2.     In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act, 1965 or any statutory modification amendment or re-enactment thereof
These Presents	These Articles of Association as originally framed or as from time to time altered by Special Resolution
Central Depositories Act	Securities Industry (Central Depositories) Act 1991
Central Depository	Malaysian Central Depository Sdn. Bhd.
Depositor	A holder of Securities Account
Deposited Security	A security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.

Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted by under the Central Depositories Act and/or the Rules.
Record of Depositors	A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.
Rules	The Rules of the Central Depository.
Market Day	Any day between Mondays and Fridays which is not a public holiday or not a day on which there is no trading on the Stock Exchange.
“Foreign Ownership Regulations”	Securities Industry (Central Depositories) (Foreign Ownership Regulations 1996).
“Register of Members”	The register of members maintained by the Company under section 158 of the Act.
“Prescribed Limit”	The aggregate limit of 49% of the total issued ordinary share capital of the Company or such other limit as may from time to time be imposed or prescribed by any written law for the time being in force or by any rules, regulations, orders or directives issued by any regulatory body having jurisdiction thereof or by these Articles or any other constituent documents of the Company in respect of the ownership of shares in the Company by Foreigners.
Entitled Member	<p>Any Member of the Company for the time being shall be entitled under the provisions of these presents to receive notice of, and to attend and vote at general meeting or meetings of the Company but excluding:-</p> <p>a) any Member who is a foreigner as being not entitled to exercise any right whatsoever conferred by membership to vote at any general meeting or meetings of the Company pursuant to and in accordance with Article 29(e)(ii) of these presents;</p>

- b) any Member who has not paid all calls and other moneys for the time being due and payable on and in respect of the shares in the Company held by him.

Approved Market Place	A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption Order (No.2) 1998.
Authorized Nominees	A person who is authorized to act as nominee as specified under the Rules.
Exempt Authorized Nominee	An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
The Stock Exchange Listing Requirements	The main Board Listing Requirements of Kuala Lumpur Stock Exchange as may be amended from time to time including any re-enactment thereof.
Beneficial Owner	In relation to deposited securities, the ultimate owner of the deposited securities who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the deposited securities and does not include a nominee of any description.
The Office	The Registered Office of the Company
The Seal	The Common Seal of the Company
Member	Any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd.) and subject to the provisions of the Central Depository Act and the Foreign Ownership Regulations any depositor/depositors for the time being of any deposited security whose names appear on the Record of Depositors.

Person This expression shall include a body of persons, corporate or unincorporated

Foreigner

- (a) an individual who is not a citizen of Malaysia;
- (b) a body, corporate or unincorporate which is incorporated or constituted, as the case may be, outside Malaysia;
- (c) a trustee administering a trust which is constituted under any foreign law;
- (d) a trust corporation which is incorporated under any foreign law;
- (e) a society, including a co-operative society or any other institution, which is constituted, registered or incorporated under any foreign law;
- (f) a nominee company incorporated in Malaysia which;
  - (i) is identified with the word “(Asing)” in its name; and
  - (ii) performs the services of nominee, agent or trustee solely for or on behalf of legal or beneficial owners of securities who are foreigners; or
- (g) a company, other than a company described under paragraph (f), which is incorporated in Malaysia and any one of the persons or combination of the persons referred to in paragraph (a), (b), (c), (d) or (e) is entitled to exercise or control the exercise of more than fifty per centum of the voting rights of the Company.

Dividend Includes bonus

Month Calendar month.

Year Year from the 1<sup>st</sup> January to the 31<sup>st</sup> December inclusive.

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words.

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

Words importing the masculine gender only shall include the feminine and neuter gender, and

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

## **BUSINESS**

- Funds of the Company not to be used for purchase of Company's shares or loan to Directors
3. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company and the Company shall not, except as authorized by Section 67 of the Act, give any financial assistance for the purpose of or in connection with any purchase of, or subscription for, shares in the Company nor, except as authorized by Section 133 of the Act, make, guarantee or provide any security in connection with a loan to any Director of the Company or a company which is deemed to be related to the Company by virtue of Section 6 of the Act.
- Share buyback
- 3A. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Stock Exchange and any other relevant authorities in respect thereof for the time being in force to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Stock Exchange and any other relevant authorities in respect thereof.

## **SHARES**

- Power to issue shares
4. Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, any shares in the Company (whether forming part of the original capital or not) shall be issued only with the prior approval of the Company in General Meeting and in accordance with the provisions of Section 132D of the Act and may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-
- (a) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time. and
- (b) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company but such holders shall not be entitled to vote at any such meeting unless:
- (i) the business of the meeting is or includes the consideration of a resolution to reduce any part of the share capital of the Company (other than repayment in the course of a winding up of the

Company) in accordance with Article 59 hereof, or to wind up the Company, or to sanction the disposal of the whole of the property, business and undertaking of the Company, or where the proposition directly affects their rights and privileges (in which case the holders of the preference shares shall be entitled to vote only on such resolution); or

- (ii) at the date of the notice convening the meeting the dividend or part of the dividend on the preference shares in arrears for more than six months; or
  - (iii) during the period of winding-up of the Company
- (c) the holders of preference shares shall be entitled to a return of the capital paid up on these shares (together with a sum equal to any arrears or deficiency of the fixed dividend calculated down to the date of the return of capital) in priority to any payment to the holders of the ordinary shares on a winding up of the Company, but the preference shares shall not entitle the holders thereof to any further or other participation in the profits or assets of the Company.

- 4A. The Company must ensure that all new issues of shares for which listing is sought are made by way of crediting the securities accounts of the allottees with such shares save and except where it is specially exempted from compliance with the Central Depositories Act, in which event it shall so similarly be exempted from compliance with the Stock Exchange Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees. Issue of new shares
- 4B. The Company must not cause or authorize its registrars to cause the securities accounts of the allottees to be credited with the additional shares until after the Company has filed with the Stock Exchange an application for listing of such additional shares and been notified by the Stock Exchange that they have been authorized for listing. Crediting of Securities Accounts
5. Subject to the Act, any preference shares may be issued on the terms that they are or at the option of the Company are liable, to be redeemed. Preference shares redeemable
6. (a) whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the Entitled Members being holders of three-fourths of the issued shares of the class or with sanction of a special resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every Modification of rights of classes of shareholders



such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two Entitled Members at least holding or representing by proxy one-third of the issued shares of the class held by Entitled Members (but so that if the meeting of such holders shall stand adjourned to another day and time and at such adjourned meeting a quorum as above defined is not present, those Entitled Members who are present at such adjourned meeting in person or by the proxy shall be a quorum) and that the Entitled Members being holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively,

- (b) The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the terms of issue of such shares of that class or by these Articles as are in force at the time of such issue, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith. In this regards, the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 6(a) hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

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| Alteration of rights of preference shareholders    | 7.  | The repayment of preference share capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholder concerned, PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference capital concerned within two months meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. |
| Rights of other class shares                       | 8.  | If shares of a class other than ordinary shares are issued, the rights attaching to these shares shall be clearly expressed and set out in these presents.  |
| Transfer of controlling interest                   | 9.  | No shares shall be issued which shall have the effect of transferring a controlling interest without the prior approval of the Members in General Meeting.  |
| Certain issue of shares to be specially authorized | 10. | Except with the approval of the Company in General Meeting, the Company shall not:- <ul style="list-style-type: none"> <li>(a) Issue any shares at a discount except as authorized under the provisions of Section 59 of the Act; or</li> <li>(b) Grant any right or option to full time employees and/or Directors to take up any shares whether under a scheme or otherwise.</li> </ul>   |

11. Notwithstanding anything to the contrary in these presents contained, no Director shall participate in a grant or an issue of shares to employees of the Company unless the Members in General Meeting have approved of the specific allotment to be made to such Director. Issue of shares to Directors
12. (a) Subject to paragraph (b) below, any shares or other convertible securities proposed to be issued shall before they are issued be offered to such persons as are 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 and any such offer of shares 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 Offer of shares to existing members
- (b) No such offer of shares as is referred to in paragraph (a) above shall be required if:-
- (i) Subject to these presents the Company shall by ordinary resolution in General Meeting otherwise determine; or
- (ii) The shares proposed to be issued together with all other shares previously issued during the then current financial year of the Company (other than those issued by way of a capitalization issue under Article 145, or an offer to shareholders of the Company by way of rights) do not in aggregate exceed an amount equal to ten per cent of the issued share capital of the Company as at the commencement of such financial year or such other amount as may from time to time be fixed by the Stock Exchange or by successor bodies carrying on their functions; and subject to the existing laws such Stock Exchange or successors bodies have agreed that no approval from Members of the Company in General Meeting need be obtained to make such offer of shares to persons other than such Members.
13. The Company may exercise the powers of paying commissions conferred by Section 58 of the Act, provided that the commission paid or agreed to be paid shall not exceed 10 per cent of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by that Powers of paying commissions and brokerage

Section. The Company may on any issue of shares pay such brokerage as may be lawful.

- Shares issued for purposes of raising money for construction of works or buildings
14. 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 lengthened period, the Company may, subject to the conditions and restrictions prescribed by Section 69 of the Act, pay interest on so much of that share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.
- Trusts not to be recognized
15. Except as authorized by law and as provided under the Rules, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any share or (except only as by these presents or by law otherwise provided or the Rules) any interest in any fractional part of a share or any other right in respect of any share an absolute right to the entirety thereof in the registered holder.
- Information of shareholding
- 15A. The Company may by notice in writing, require any member of the Company, within such reasonable time as is specified in the notice:
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorized Nominee or as trustee; and
  - (b) if he holds them as trustee or Authorized Nominee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- Allotment
16. Subject to the provisions of the Act, the Central Depositories Act, the Stock Exchange Listing Requirements and the Rules, the Company shall allot shares and despatch notices of allotment to the allottees, within 20 market days of the final applications closing date for an issue of shares or such other period as may be prescribed by the Stock Exchange.
- Despatch of Certificate
- 16A. Every certificate shall be issued under the Seal and bear the signatures or the autographic signature of one Director and the Secretary or a second Director or such other person as may be authorized by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be affixed by such other person as may be authorized by the Directors or some method or system of mechanical signature.
- Joint Holders
17. The Company shall not be bound to register more than three persons as the joint holders of any share or shares (except in the case of executors or trustees of a deceased Member) and in the case of a share held jointly by several persons, the

Company shall not be bound to issue more than one certificate thereof, and delivery of a certificate for a share to the Senior Member shall be sufficient delivery to all.

18. The certificate of title to shares or debentures 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 one Director and the Secretary or a second Director or some other person appointed by the Directors for the purpose. 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. Every certificate for shares shall specify the number and class of shares to which it relates and the amount paid up thereon. Share certificates and debentures to be under seal
19. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member company of the Stock Exchange on behalf of its client(s) as the Directors of the Company, shall require, and (in case of defacement or wearing out) on delivery of the old certificate, and in any case on payment of such sum not exceeding RM3/- for every certificate or such other sum as the Stock Exchange may from time to time prescribe as the Directors may from time to time require plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. In the case of destruction, loss or theft a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss. Renewal of certificates
20. Subject to the provisions of the Foreign Ownership Regulations and these presents, no shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). PROVIDED ALWAYS that for the avoidance of doubt, a non-Entitled Member shall under no circumstances be entitled to vote at any meeting of the Company. Condition precedent to entitlement of dividend vote and privileges

### **CALLS ON SHARES**

21. The Directors may from time to time make calls upon the Members in respect of any money unpaid on their shares or on any class of their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed time; and each Member shall (subject to his having been give 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 share. A call may be made payable by instalments. A call may be revoked or postponed as the Directors may determine. A Calls and when payable

call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed.

22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- Interest on calls 23. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of ten (10) per centum per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall be at liberty to waive such interest wholly or in part.
- Non-payment of calls 24. Any sum which by the terms of allotment of a share is made payable upon issue or at any fixed date whether on account of the nominal value of the share or by way of premium and any instalment of a call shall for all purposes of these presents be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment the provisions of these presents as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these presents shall apply as if such sum were a call duly made and notified as hereby provided.
- Differences in calls and payments 25. The Directors may from time to time, make arrangements on the issue of shares for varying the amounts and times of payment of calls as between shareholders.
- Calls may be paid in advance 26. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between the Directors and the Members, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Capital paid in advance of calls shall not whilst carrying interest confer a right to participate in profits. In any event, except in a liquidation, sums paid in advance of calls shall not, until the same would for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

## TRANSFER OF SHARES

- Transfer in writing 27. The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Section 103 and 104 of the Act, but subject to sub-section 107C(2) of the Act and any exemption that may be made from compliance with sub-section 107C(1) of the Act and Article 40 hereof, the Company shall be precluded from registering and effecting any transfer of such shares. Subject to the restrictions of these Articles, the Central Depositories Act and the Rules, all the transfers of shares may be effected by an instrument in writing in the form

prescribed and approved by the Exchange, the Registrar of Companies and the Rules, where applicable.

28. Subject to the provisions of the Central Depositories Act and the Rules, the transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Record of Depositor in respect thereof.

Transferor shall remain holder

29. (a) The Directors may decline to register any transfer of shares, if

- (i) the shares are not fully paid up;
- (ii) the Company has a lien on the shares; or
- (iii) in the opinion of the Directors, such transfer in respect of shares not being a Deposited Security when registered would result in Foreigners having control of or beneficial ownership in the issued ordinary share capital of the Company beyond the Prescribed Limit.

Refusal to register transfer

(b) The Company may make public announcements at quarterly intervals or at such intervals in such manner and form as may be required by the appropriate authority in respect of any of the following matters:-

- (i) the percentage of then issued ordinary share capital of the Company which in its opinion is beneficially owned or controlled by Foreigners;
- (ii) the percentage of the then issued ordinary share capital of the Company which in its opinion exceeds the Prescribed Limited.

Whenever the percentage of the issued ordinary share capital of Foreigners in the Company shall reach the Prescribed Limit, the Company shall make an immediate public announcement to that effect.

(c) Before registering any transfer tendered for registration, the Directors may require the transferee to make such declaration in such form as the Directors may stipulate to enable the Directors to ascertain whether the Prescribed Limit has been reached.

(d) If the Director refuse to register a transfer, they shall within ten (10) market days after the date on which the transfer was lodged for registration, send to the transferor and the transferee notice of the refusal and the precise reason thereof.

(e)(i) In respect of shares in the Company held by a Foreigner in his Securities Account, the Company may from time to time determine whether the Foreigner is entitled to all rights, benefits, powers and privileges and subject to all liabilities, duties and obligations in respect of or arising from such shares whether conferred or imposed by Act or these presents pursuant to and in compliance with the Foreign Ownership Regulations and upon such

determination the Foreigner shall subject to Article 29(e)(ii) hereof be entitled to the rights,, benefits, power and privileges and be subject to the liabilities, duties and obligations so determined.

- (e)(ii) In respect of any shares in the Company held by a Foreigner in his Securities Account which will result in the Foreigner having beneficial ownership of the issued ordinary share capital of the Company beyond the Prescribed Limit, the Foreigner shall be entitled to the rights, benefits, power and privileges and be subject to the liabilities, duties and obligations as may be determined by the Company from time to time in accordance to Article 29(e)(i) hereof save and except that in respect of the shares aforesaid the Foreigner shall not in any manner be entitled to exercise any right whatsoever conferred by membership to vote at any general meetings of the Company. Unless the Company shall determine otherwise, a Foreigner not being entitled to vote at any general meeting of the Company may receive notice from the Company of any general meeting to be convened.
- (f) The Company shall maintain a list which shall contain the details of all the Foreigners who are determined by the Company to be entitled to the rights and obligations under the Foreign Ownership Regulations and such list shall be available for inspection without charge by any member of the Company or any Foreigner who has acquired the shares of the Company.
- (g) Subject to the provisions of the Central Depositories Act, the Rules and the Foreign Ownership Regulations, the Company may decline to accept any applicant for the re-designation of any shares held by a Foreigner or any application for the withdrawal of any Deposited Security in favour of a Foreigner and may decline to register any transfer of shares pursuant to such a re-designation or withdrawal for such period and in such manner as it considers appropriate if in the opinion of the Company the total issued shares capital in the Company which is beneficially owned or controlled by Foreigners has exceeded the Prescribed Limit or if in the opinion of the Company the quantity of the shares sought to be so re-designated or withdrawn in favour of a Foreigner shall not fall within the Prescribed Limit.

Fee for transfer

30. Any fee charged on the transfer of shares shall not exceed M\$3/- per transfer or such sum as may be permitted by the Stock Exchange governing the registration of transfer securities plus any stamp duty levied by the Government concerned from time to time.

No liability for wrongful transfer

31. Neither the Company nor its Directors nor any of its offices shall incur any liability for registering or acting upon a transfer of shares apparently made by proper parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although

the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognized as the holder of such shares and the previous holder shall so far as the Company is concerned, be deemed to have transferred his title thereto.

32. Subject to the provisions of the Central Depositories Act and the Rules, every instrument of transfer shall be in writing and in the form approved in the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require to prove the title of the intending transferor and that the intended transferee is a qualified person. Share certificate evidence of title
33. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall, upon demand, be returned to the persons depositing the same except when the Directors have reason to believe or reasonably respect that a fraud may have been committed. When transfer to be retained
34. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. The Company shall give the Stock Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be ten (10) market days or such number of days as may be prescribed by the Stock Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to the Central Depository to prepare the appropriate Record of Depositors. Closing of register

### **TRANSMISSION OF SHARES**

35. In the case of the death of a member, the executor or administrator of the deceased shall be the only person recognized by the Company as having any title to his shares. Death of member
36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon the production of such evidence as to his title as may from time to time be properly required by the Central Depository and subject to the provisions of the Foreign Ownership Regulations and as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Person becoming entitled on death or bankruptcy of member may be registered



Provided always that where the share is a Deposited Security, subject to the Rules and the provisions of the Foreign Ownership Regulations and these presents, a transfer of the share may be carried out by the person becoming so entitled.

Person  
electing to be  
registered to  
give notice

37. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing 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 his nominee registered, he shall testify his election by executing a transfer of such share to his nominee. All the limitations, restrictions and provisions of these presents relating to the right to transfer shares and the registration of transfer thereof shall apply 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 that Member.

Dividends  
and voting  
powers

38. Subject to the provisions of the Foreign Ownership Regulations and these presents, a person becoming entitled to a share by reason of the death or bankruptcy of the holder 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 of it to exercise any right conferred by membership in relation to meetings of the Company if he has not been registered as the registered holder of the share or if being so registered or otherwise he is a non-Entitled Member in respect of the share. If the person becoming entitled elects to have the shares transferred to him, the aforesaid notice shall be given to the Central Depository and subject to the Rules, a transfer of the shares may be carried out by the person becoming so entitled.

Directors to  
give notice to  
register

39. The Directors may at any time give notice requiring any such person to elect to register himself or to transfer the shares, and if the notice is not complied with within ninety days from the date of such notice the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Transmission  
of shares  
from Foreign  
Register

40. Where:

- (a) the securities of the Company are listed on another stock exchange; and
- (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:-

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 subject to the following conditions:-

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

### **FORFEITURE OF SHARES**

Directors may require payment of call with interest and expenses

41. If any Member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call, or any part thereof remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid, together with interest at 10 per cent, per annum, and any expenses that may have accrued by reason of such non-payment.

Notice requiring payment to contain certain particulars

42. The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which such call or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance with notice shares forfeited on resolution of Directors

43. If the requisitions 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, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of forfeiture to be given and entered in Register of Members

44. When any share has been forfeited in accordance with these presents notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may allow forfeited share to be redeemed

45. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of; permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

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| 46. | Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold, or re-allotted, or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. For the purpose of the sale the Directors may authorize some persons to transfer the shares sold to the purchaser thereof.   | Shares forfeited belong to Company and power to dispose            |
| 47. | A member whose shares have been forfeited shall cease to be a Member in respect of the forfeited share, but shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment in the same manner in all respects as if the shares had not been forfeited but the Member's liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.  | Holders of forfeited shares liable for call made before forfeiture |
| 48. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and this title to the share shall not be affected by any irregularity or invalidity in the proceedings relative to the forfeiture, re-allotment or re-issue of the share. | Title to for forfeited shares                                      |
| 49. | Subject to any lien for sums not presently payable, if any, residue of the proceeds of re-allotment or re-issue of shares which are forfeited after the satisfaction of the unpaid calls or instalments payable at fixed times, and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before the forfeiture thereof or to his executors, administrators, or assigns or as he shall direct.  | Application of proceeds of re-allotment                            |
| 50. | The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.  | Non-payment of calls   |

### LIEN

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| 51. | The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, such lien being restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys were due and unpaid and on the shares of a Member or deceased Member for such amounts as the Company may be called upon by law to pay and has paid in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of these presents. The Company's lien, if any, on a share shall extend to all dividends payable thereon. | Paramount lien |
|-----|--|----------------|

- Notice to pay 52. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
- Application of sale proceeds 53. Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all costs of such sale, next, in satisfaction of the debt, obligation or liability of the Member to the Company including accrued interest, and the residue (if any) shall be paid to the Member whose shares have been forfeited or his executors, administrators or assignees or as he directs.
- Transfer of shares under lien 54. To give effect to any such sale of shares the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### **INCREASE OF CAPITAL**

- Power to increase 55. The Company may from time to time by Ordinary Resolution increase its capital by the creation of new shares of such amount as may be deemed expedient, such aggregate increase to be divided into shares of such respective amounts as the Company by the resolution authorizing such increase directs. 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 in particular, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right to voting.
- Right of existing Members to take up new shares 56. Unless otherwise determined by the Company in General Meeting, any original shares for the time being unissued and any shares from time to time to be created shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new share as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the

opinion of the Directors be conveniently offered in the manner hereinbefore provided.

57. Subject to any directions that may be given in accordance with the powers contained in the Memorandum of Association of these presents, any capital raised by the creation of new shares shall be considered as part of the original capital, and as consisting of ordinary shares, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.
- New Shares to be considered as part of original capital

### ALTERATIONS OF CAPITAL

58. The Company in General Meeting 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 shares capital by the amount of the shares so cancelled; or
- (c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division 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.
- Power to consolidate, cancel and sub-divide share
59. The Company in General Meeting may by Special Resolution reduce its share capital, any capital redemption reserve fund, or any share premium account, in any manner and with and subject to, any incident authorized, and consent required by law.
- Power to reduce capital

### STOCK

60. The Company in general meeting may by Ordinary Resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.
- Conversion of shares into stock & reconversion
61. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- Transfer of stock

Rights of stockholders

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

Provisions applicable to paid-up shares to apply to stocks

63. Such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words 'share' and 'shareholder' therein shall include 'stock' and stockholder'

### **GENERAL MEETING**

Annual General Meeting

64. (a) The Company shall, in each calendar year, hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next unless the Registrar of Companies, on the application of the Company, has permitted the extension of the said period of fifteen months.

Extraordinary General Meeting

- (b) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Calling Extraordinary General Meeting

65. The Directors may, whenever they think fit, convene and Extraordinary General Meeting, and the Directors shall convene an Extraordinary General Meeting on the requisition of Members as provided under Section 144(1) of the Act, or if the Directors do not within twenty-one days after the date of the deposit of the requisition proceed to convene a meeting, such meeting may be convened by the requisitionists, as provided by Section 144(3) 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 or any two Entitled Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Business at meetings called by requisition

66. In the case of an Extraordinary General Meeting called in pursuance of a requisition, no business other than that stated in the requisition as the objects of the meeting shall be transacted.

Time and place

67. The time and place of any Meeting shall be determined by the conveners of the meeting.

### **NOTICE OF GENERAL MEETINGS**

Notice of Meeting

68. Subject to the provisions of the Act relating to shorter notice, (i) at least fourteen clear days' notice in writing before any General Meeting (ii) at least twenty-one clear days' notice before any General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting, shall be given in the manner

hereinafter mentioned to such Members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company's Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day on which the General Meeting is held. At the same time as Members are notified and for so long as the Company is listed on the Stock Exchange, at least fourteen clear days' notice or, twenty one clear days' notice in the case where any special resolution is proposed or where it is the Annual General meeting, of every such meeting shall be given by advertisement in the daily press and in writing to the Stock Exchange or in such manner as may from time to time be required by the Stock Exchange.

- (a) Where a General Meeting is scheduled to be held, the Company shall in writing request the Central Depository in accordance with the Rules of the Central Depository to issue a first Record of Depositors for the purposes of issuing notices of such General Meeting as required under the Act.
- (b) The Company shall also in writing request the Central Depository in accordance with the Rules to issue a second Record of Depositors as at a date not less than 3 market days prior to and not including the date of the General Meeting of persons entitled to attend such meeting. The second Record of Depositors shall be final record of all depositors who shall subject to the provisions of the Foreign Ownership Regulations and these Articles be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

- 69. Every notice of meeting shall specify the place, the day and the hour of meeting, and in the case of special business shall also specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special Resolution shall specify the intention to propose the resolution as a Special Resolution. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him and that a proxy need not be a member and shall also specify the place at which the instrument of proxy is to be deposited. Contents of notice
- 70. The accidental omission to give notice of any meeting to or the non-receipt of the notice by any person shall not invalidate the proceedings at the meeting. Omission not to invalidate proceedings

### **PROCEEDINGS AT GENERAL MEETINGS**

- 71. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, the reports of the Directors and Auditors and any other documents Business at Extraordinary General Meetings and Annual General Meeting

annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the appointment and fixing of the remuneration of the Auditors and the voting of remuneration to the Directors.

- Quorum 72. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, three Entitled Members shall be a quorum for all purpose. For the purposes of this Article “Entitled Member” includes a person attending as a proxy or representing a corporation which is an Entitled Member.
- Adjournment if quorum not present 73. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by Members, shall be dissolved. In any other cases it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or such other date, time or place as the Directors may by not less than fourteen days’ notice appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the Entitled Members present in person or by proxy, not being less than two, shall save as herein otherwise provided be a quorum.
- Chairman of Board to preside at all meetings 74. The chairman (if any) of the Board of Directors shall preside as chairman at every General Meeting of the Company. If there is no such chairman or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the meeting shall choose some Director to be chairman, and if no Director is present or if all the Directors present decline to take the chairs, the meeting shall choose some Entitled Member present at the meeting to be chairman.
- Adjournments 75. 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 such meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- Voting on resolutions 76. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by Entitled Members present in person or by proxy unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
  - (b) by at least three Entitled Members present in person or by proxy; or



- (c) by any Entitled Member or Entitled Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Entitled Members; or
- (d) by a Entitled Member or Entitled Members present in person or by proxy and holding shares in the Company being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring a right to vote at the meeting.

Unless a poll is so demanded, 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 such resolution. The demand for a poll may be withdrawn.

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| 77. | If a poll is duly demanded, it shall be taken in such manner 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.   | Taking a poll   |
| 78. | No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.   | No poll in certain cases                                |
| 79. | In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a further or casting vote.  | Casting vote of Chairman                                |
| 80. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the poll is taken.  | Continuance of meeting after demand of poll             |
| 81. | If in any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting, or at any adjournment thereof and not in any case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting. | Error in counting votes not to vitiate result of voting |

### VOTES OF MEMBERS

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| 82. | Subject to the provisions of the Foreign Ownership Regulations and these presents and unless the Company shall determine otherwise, every Member shall be entitled to be present at any General Meeting. Subject to any special rights or restrictions as to voting for the time being attached to or imposed on any shares or classes or shares, on a show of hands every Entitled Member who is present in person or by proxy shall have one vote, and on a poll, shall have one vote for every share of which he is the holder. If the capital of the Company consists of shares of different | Voting power |
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monetary denominations, voting rights shall be prescribed in such manner that each unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

- Votes by lunatic member 83. If any Entitled Member is in the opinion of the Directors non compos mentis or impaired either partially or completely of his mental faculties so as to enable him to understand and appreciate the state of the commercial affairs of the Company upon which he is called to vote, he may vote by his committee, curator barorum or other legal curator and such last mentioned persons may give their votes either personally or by proxy, but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty eight hours before the time for holding the Meeting at which he wishes to vote.
- Votes of joint shareholders 84. In the case of joint registered holder of shares who are Entitled Members, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof.
- Entitlement to vote 85. Save as herein expressly provided in these presents and subject to the provisions of Foreign Ownership Regulations, no person shall be entitled to be present, speak or vote on any question either personally or by proxy at any general meeting until his name shall have been entered in the second Record of Depositors referred to in Article 68(b) hereinabove and unless he shall have paid all calls and other moneys for the time being due and payable on any share held by him. PROVIDED ALWAYS that, for the avoidance of doubt, a non-Entitled Member shall under no circumstances be entitled to vote on any question either personally or by proxy at any general meeting.
- Poll 86. On a poll, votes may be given either personally or by proxy.
- Representation of corporate Member 87. Any corporation which is an Entitled Member of the Company, by resolution of its directors or other governing body, may authorize any person to act as its representative at any meetings of the Company or meetings of any class of Members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands and to be counted as a Member personally present for the purpose of forming a quorum under Article 72 or 73.

88. The proxy appointed by any Entitled Member need not be an Entitled Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Entitled Member to speak at the meeting. The instrument appointing a proxy shall be in writing in the form or to the effect as follows or in any other form which the Directors may approve:-

I(We).....of  
.....being an Entitled  
Member(Members) of The United Malacca Rubber Estates, Berhad, hereby  
appoint.....of  
.....or failing  
him.....of.....  
.....as my(our) proxy, to vote for me(us)  
and on my(our) behalf, at the Annual (or Extraordinary as the case may be) General  
Meeting of the Company to be held at  
.....on the  
.....day of .....at .....and at  
any adjournment thereof.

**No of stocks held**

As witness my(our) hand  
this.....day of .....19 .....

signed by the said : .....

in the presence of : .....

(In the case of a company)  
the Common Seal of .....

was hereto affixed in the presence of : .....

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Note: Entitled Member(Members) is defined under the provisions of the Articles of Association of the Company as Member(Members) of the Company for the time being as shall be entitled under the provisions of the Articles of Association to receive notice of, and to attend and vote at general meeting or meetings of the Company but excluding (a) and Member(Members) who is(are) a foreigner(foreigners) as being not entitled to exercise any right whatsoever conferred by membership to vote at any general meeting or meetings of the Company pursuant to and in accordance with Article 29(e)(ii) of the Articles of Association and (b) any Member(Members) who has(have) not paid all calls and other moneys for the time being due and payable on and in respect of the shares held by him(them).

- Appointment of Multiple Proxies 88A. Where a member of the Company is an exempt authorized nominee, as defined under Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- Instrument of appointment 89. The instruments appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized or in some other manner approved by the Directors.
- Instrument to be deposited 90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the Meeting at least forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.
- Extent of authority 91. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the Meeting for the Entitled Member giving the proxy in the manner referred to in Section 149 of the Act.
- Validity of proxy 92. Unless otherwise directed by the Chairman, a vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death 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, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the announcement of the Meeting or adjourned Meeting at which the proxy is used.

## **DIRECTORS**

- Directors to be natural persons 93. All Directors of the Company shall be natural persons.
- Number of Directors 94. Until otherwise determined by a General Meeting by Ordinary Resolution, the number of Directors shall not be less than two or more than nine.
- First Directors 95. The first Directors of the Company were:-  
 i) Mr. Tan Tat Yan  
 ii) Mr. Tan Cheng Lock  
 iii) Mr. Chi Kang Cheng  
 iv) Mr. Chi Sim Cheng  
 v) Mr. Tan Wi Yan

96. (a) The remuneration of the Directors, who hold no executive office with the Company for their services as Directors shall be determined by the Company by Ordinary Resolution at a General Meeting Directors' remuneration
- (b) Fees payable to Directors shall not be increased except pursuant to a resolution passed at General Meeting where notice of the proposed increase has been given in the notice convening the meeting.
- (c) If the remuneration of each such non-Executive Director is not specifically fixed by the Company in General Meeting then the quantum of remuneration to be paid to each non-Executive Director, within the overall limits fixed by the Company in General Meeting, shall be decided by resolution of the full Board of Directors.
- (d) In default of any decision being made in this respect by the full Board of Directors, the remuneration payable to the non-Executive Directors shall be divided equally amongst them and such a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration.
- (e) The non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- (f) The remuneration of any Executive Director for his services as such shall be determined by the Directors and may be of any description except that such remuneration may not include a commission on or percentage of profits or turnover.
97. Any Director who by request of the Board serves on any committee of performs special services or makes special exertions in going or residing outside Malaysia for any purposes of the Company may be paid such extra remuneration by way of salary or otherwise (subject to any other provisions of these presents) as the Board may determine. Such remuneration may be either in addition to or in substitution for his share in the remuneration above provided. All the Directors shall also be entitled to be repaid by the Company all such reasonable travelling expenses (including hotel and incidental expenses) as they may incur in attending meetings of the Board or of committees of the Board or General Meetings or otherwise in or about the business of the Company. Remuneration for special services
98. A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of, the holders of any class of shares in the Company. Directors' qualification
99. The office of a Director shall be vacated in any of the following events, Vacation of office
- (a) if he resigns his office by writing under his hand left at the Office;

- (b) if he becomes bankrupt or compounds with his creditors;
- (c) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental disorder;
- (d) if he is absent from meetings of the Directors for six months without leave expressed by a resolution of the Directors, and the Directors resolve that his office be vacated;
- (e) if he is prohibited from being a Director by, or by any order made under any provision of the Act;
- (f) if he is absent from more than 50% of the total directors' meetings held during a financial year.

Directors may resign on giving one month's notice

100. A Director may retire from his office upon giving one month's notice in writing to the Company of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Director interested in contract to declare

101. (a) A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors and generally shall comply with Section 131 of the Act.

Safeguards

(b) A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but none of these prohibitions shall apply to:-

- i) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security.

Directors may contract with Company

(c) No Directors shall hold any office of profit with the Company or be employed as a salaried officer of the Company, except as Executive Director, but no Director shall be disqualified by his office from being employed by the Company in a professional capacity, or from contracting with the Company either as vendor, purchaser or otherwise. No such

contract, 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 be liable to account to the Company for any fees or profit arising from any such employment, or for any profit realized by any such contract or arrangement, by reason only of such Director holding that office, or the fiduciary relationship thereby established, but the nature of his interest must be disclosed by him before or at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest.

Directors may hold office in corporation which Company may be interested

102. Any Director may continue to be or become a director, managing director, manager or other officer or member of any other corporation in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other corporation. The Directors may exercise the voting power conferred by the shares in any other corporation held or owned by the Company, or exercisable by them as directors of such other corporation, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing director, managers or other officers of such corporation, or voting or providing for the payment of remuneration to the directors, managing directors, managers or other officers of such corporation), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director, managing director, manager or other officer of such other corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid, provided always that no Director shall vote (or be counted in the quorum) in respect of a resolution concerning his own appointment.

Registers of Directors to be kept

103. The Company shall keep a Register of Directors' Shareholdings as required by Section 134 and a Register of Directors under Section 141 of the Act, and the said registers shall be open to the inspection of Members and holders of the debentures of the Company as required by the said Sections.

### **POWER AND DUTIES OF DIRECTORS**

General powers of Company vested in Directors

104. The management of the business and the control of the Company shall be vested in the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things including and not limited to determination made under Articles 29(e)(i) and (ii) 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 such regulations (not being inconsistent with the provisions of the Act or with these presents) as may from time to time, be made by Special Resolution, but no regulation so made shall invalidate

any prior act of the Directors which would have been valid if such regulation had not been made or enforced.

105. Notwithstanding anything to the contrary contained in these presents, the Directors shall not carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value or the disposal of a substantial portion of the Company's undertaking or property, which would materially and adversely affect the performance or financial position of the Company unless the proposal or transaction has been approved by the Company in General Meeting. Disposal or acquisition
106. The Directors may from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors or agents, and may fix their remuneration and may delegate to any local board, manager, inspector or agent, any of the powers, authorities and discretions vested in the Directors with power to sub-delegate, and may authorize 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 such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex-officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory. Local boards or agencies
107. The Directors may by power of attorney under the Seal appoint any corporation, 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 presents) 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 any such attorney as the Directors may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Power of Attorney
108. The Directors may make and vary such regulations as they think fit respecting the keeping of branch registers of members pursuant to Section 164 of the Act. Branch Registers
109. The Directors may borrow or raise money from time to time for the purpose of 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 of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit. Power of Directors to borrow



- Restriction on borrowing
110. Notwithstanding the preceding Article, the Directors shall not borrow any money or mortgage or charge any of the Company's or subsidiary's undertaking, property or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of any unrelated third party.
- Signature of cheques and bills
111. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- Proper minutes of all appointments and proceedings
112. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and Committees of Directors and of the attendances thereat, and of the proceedings of all meetings of the Company, and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or Committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

### **MANAGING AND EXECUTIVE DIRECTORS**

- Power to appoint Managing Director
113. (a) The Directors may from time to time appoint one or more of their body to the office of Managing Director (which term shall be deemed to include the Group Chief Executive or other such designation of the Company's chief executive officer) or to any other office or employment under the Company except that of Auditor, on such terms as they think fit, subject to any other provisions of these presents. Where the Managing Director is appointed for a fixed term, that term shall not exceed 3 years. Any person appointed to be Director may continue in any other office or employment held by him with the Company before he was so appointed. A Director holding any such other office or employment is herein referred to as an "Executive Director".
- (b) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director' is appointed to hold any such office or employment under the Company or whereat the terms of any such appointment are arranged, and he may vote (and be counted in the quorum) in respect of a resolution for any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

114. Subject to the proviso of Article 118 hereinbelow, a Director appointed to the office of Managing Director shall not, while holding that office, be subject to retirement by rotation and shall not be taken into account in determining the number of Directors to retire pursuant to Article 118 of these presents but his appointment shall be determined ipso facto if he ceases from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as Managing Director be determined. Managing Director not subject to retirement by rotation
115. An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors. Executive Director subject to retirement by rotation
116. Subject to any other provision of these presents, the remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors and may be of any description but may not include a commission on or percentage of turnover. Remuneration
117. The Directors may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and, in the case of a Managing Director, either concurrently with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary all or any of such powers and such Managing Director or Executive Director shall at all times be subjected to the control of the Board. Power and duties of Managing Director and Executive Director

### **ROTATION OF DIRECTORS**

118. An election of Directors shall take place every year whereby one third of the Directors of the time being (other than any Directors exempt from retirement by rotation under any other provisions of these presents) or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office at each Annual General Meeting PROVIDED ALWAYS that each Director shall retire from office at least once in every three (3) consecutive years from the date of his appointment or last re-election (as the case may be). A Director retiring at a meeting shall retain office until the aforesaid meeting. Rotation and retirement of Directors
119. The Directors to retire in every year shall be those who 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. Senior Director to retire

- Filling of vacancy 120. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto and, in default, the retiring Director shall be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill up the vacated office or a resolution for his re-election shall have been put to the meeting and lost.
- Over-aged Directors 121. The provisions of the Articles relating to the retirement and rotation of Directors shall not apply to a Director of or over the age of seventy years by virtue of Section 129 of the Act and such a Director shall not be counted in determining the number of Directors retiring by rotation under the Articles.
- Nomination of Director 122. No person not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless a members intending to propose him has, at least eleven clear days before the meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and 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 candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven days prior to the meeting at which the election is to take place.
- Increase or reduction in number of Directors 123. The Company in General Meeting may from time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.
- Filling of casual vacancy 124. The Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall be eligible for re-election at such meeting. A Director retiring under this Article shall not be taken into account in determining at such meeting the Directors or the number of Directors to retire by rotation at such meeting.
- Election on appointment by single resolution 125. Except as otherwise authorized by Section 126 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.
- Removal of Directors 126. Without prejudice to the provisions of Section 128 of the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his place. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected or appointed a Director.

## PROCEEDINGS OF DIRECTORS

127. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote except where only two Directors:
- (a) constitute the quorum when the question at issue arises for decision; or
- (b) are competent to vote on the question at issue.
- A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors and until otherwise determined two shall be a quorum.
- 127A. The conduct of a meeting of Directors or of a committee of the Directors may include a participation thereat by any Director by means of telephone conferencing, video conferencing, audio visual, or other similar communications equipment by means of which all persons participating in the meeting can hear each other and be heard, without a Director being in the physical presence of another Director or Directors. A Director participating in a meeting in the manner aforesaid shall be deemed to be present at the meeting and be counted for the purpose of a quorum. He shall also be entitled to vote thereat. Such a meeting shall be deemed to be held or have been held at a venue where the largest group of Directors present for the purpose of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present.
128. The remaining continuing Directors may act notwithstanding any vacancies in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors may, except in an emergency, act for the purpose of filling up vacancies in the Board up to such minimum number or of summoning General Meetings of the Company, but not for any other purpose.
129. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the meeting appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

Meetings and quorum for transaction of business

Conduct of A meeting

Remaining continuing Directors may act to appoint sufficient Directors to Board

Chairman of Meeting

Resolution in writing valid and effectual

130. A resolution in writing signed or approved by all the Directors who may at the time be present in Malaysia and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. The expression "in writing" and "signed" shall include approval by any such Director by telefax, telex, cable, telegram, electronic mail or any other form of electronic communication approved by Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Directors may delegate their powers to committee

131. (a) The Directors may delegate any of their powers to committees consisting of such members or members of their body as they think fit. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

(b) The meetings and proceedings of any such committee shall be governed by the provisions of these presents 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

All bona vide acts valid notwithstanding

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

### **ALTERNATE DIRECTORS**

Alternate Director

133. (a) Any Director may at any time and from time to time appoint any person approved by a majority of the other Directors for time being to be his alternate, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place.

(b) An alternate Director shall not be entitled to receive any remuneration from the Company but he shall be entitled to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and generally to exercise all the powers, rights, duties and authorities of the Director appointing him.

- (c) An alternate Director shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him.
- (d) An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.
- (e) Everyone person acting as an alternate Director shall be an officer of the Company and shall also be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.
- (f) All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Office.

### **SECRETARY**

134. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary or Secretaries so appointed may be removed by them. The Directors may from time to time by resolution appoint a temporary substitute or substitutes for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment. Appointment of Secretary
135. (a) A provision of the Act or these presents requiring or authorizing a thing to be done by or in relation to a Director and the Secretary shall not be satisfied by its being done by or in relation to the same person acting both as Director and as, or in the place of, the Secretary. Same person may not act as Director and Secretary simultaneously
- (b) A provision of the Act or these presents requiring or authorizing a thing to be done by or in relation to the Secretary shall be satisfied by its being done by or in relation to one or more of the Secretaries, if any, for the time being appointed by the Directors. Secretaries

### **SEAL**

136. (a) The Directors shall provide for the safe custody of the Seal. Save as provided in Article 18, the Seal of the Company shall not be affixed to any instrument except by the authority of the Directors or a Committee of the Directors previously given and in the presence of a Director and of the Secretary or a second Director or such other person as the Directors may appoint for such purpose and the said Director and Secretary or the second Director or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. Custody of Seal

- Official Seal (b) The Company may exercise the powers conferred by Section 35(8) of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.
- Share Seal (c) The Company may have a duplicate Common Seal as is 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’.

### **DIVIDENDS AND RESERVES**

- Payment of dividends 137. Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights in regard to dividend, the profits available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
- Declaration of dividends 138. The Directors may with the sanction of a General Meeting, from time to time declare a dividend, but no such dividend shall be payable except out of profits of the Company, provided that the Directors may, if they think fit, from time to time declare interim dividends; and no dividend shall exceed the amount recommended by the Directors.
- Dividend in specie 139. With the sanction of a General Meeting, dividends or bonuses may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this or any other Company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view of facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property. Where requisite a proper contract on a statement in the prescribed form shall be filed pursuant to Section 54 of the Act.
- Reserve funds 140. The Directors may, before recommending any dividend, set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, and the sums represented thereby shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, be either employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

141. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. Unpaid calls may be deducted from dividend
142. No unpaid dividend, bonus or interest shall bear interest as against the Company. No interest on unpaid dividend
143. Any dividend, bonus, interest or other money payable in cash in respect of shares may be paid by cheque or warrant or telegraphic transfer or electronic transfer or remittance and shall be made payable to the order of the person to whom it is sent or transferred or remitted or to such person as the Member or person or persons entitled to the share in consequence of the death or bankruptcy of the Member may direct and the payment by any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as good discharge to the Company in respect of the dividend, bonus, interest or other payment represented thereby. Payment by post and discharge
144. The Company shall not be responsible for the loss or theft of any cheque or warrant which shall be sent by post duly addressed to the Member or person entitled thereto or where the endorsement thereon has been forged or where there was discrepancy in the details of the account provided. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance, shall be sent at the risk of the person entitled to the money thereby represented. The amount of any dividend, bonus, interest or other money payable in cash in respect of shares is net of any administrative, registration, processing or service fees that may be imposed by a third party service provider or bank through which the Member has directed that such payment be made, unless the Stock Exchange or any other regulatory authority have directed that no such charges or fees are to be deducted. Company not responsible for the loss of cheque or warrant

### **CAPITALISATION OF PROFITS AND RESERVES**

145. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends, and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company Power to capitalize



to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a share premium account and capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

Effect of  
resolution to  
capitalize

146. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, 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, or in lieu of making such agreement they may lodge a statement in the prescribed form in accordance with Section 54 of the Act.

## ACCOUNTS

Accounts to be  
kept

147. The Directors shall cause to be kept such books of accounts as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs.

Books to be  
kept at Office

148. The books of account shall be kept at the Office or (subject to the provisions of Section 167 of the Act) at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors.

Inspection by  
members

149. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act or authorized by the Directors or by the Company in General Meeting.

Profit and Loss  
Account and  
Balance Sheet

150. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the aforesaid section. The interval between the close of a financial year of the Company and the issue of the annual audited account, the directors' and auditors' reports relating to it shall not exceed four months.

151. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of the Directors' and Auditors' reports in printed form or in CD-ROM form or in such other form of electronic media, shall not less than fourteen days before the date of the meeting be delivered or sent by post to every Member and debenture holder of the Company of whose address the Company is aware, and to the Company's Auditors and the requisite number of copies of each of these documents shall at the same time be forwarded to the Stock Exchange. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a Member requires a printed form of such documents, the Company shall send such documents to the Member within four (4) Market Days from the date of receipt of the Member's request.

Members to have copies of accounts

### AUDIT

152. Auditors of the Company shall be appointed and their duties regulated in accordance with Section 172 to 175 of the Act.
153. Any notice or document may be served by the Company to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Record of Depositors. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing by notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case as at the time which the letter would be delivered in the ordinary course of post.
154. In respect of joint holdings all notices shall be given to the Senior Member and notice so given shall be sufficient notice to all the joint holders.
155. Any notice, correspondence or other document, if served by post, shall be deemed to have been served (in the case of a notice of meeting) on the day after the date when the letter containing the same is posted or (in any other case) at the time when the letter containing the same would be delivered in the ordinary course of post. In proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted

Audit provisions

Service of notices

Notices to joint holders

When notice may deemed duly served

Notices to member in case of death or bankruptcy

156. A person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Central Depository such evidence as the Rules of the Central Depository may reasonably require to show his title to the share and upon supplying also an address within Malaysia for the service of notices, shall be entitled to be served upon him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed sufficient service of such notice or document on all persons interested in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as holder.

No address within Malaysia or Republic of Singapore

157. A Member who (having no registered address within Malaysia or the Republic of Singapore) has not supplied to the Company an address within Malaysia or the Republic of Singapore for the service of notice shall not be entitled to receive notice from the Company.

## WINDING UP

Distribution of assets in specie

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

159. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions, the following provisions shall apply:- Distribution of assets
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively; and
  - (b) If in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital paid up or which out to have been paid up, at the commencement of the winding up, on the shares held by them respectively.

159A. Notwithstanding any of the provisions herein contained but subject to the provisions of the Foreign Ownership Regulations, if the Company shall be wound up the Member who is a Foreigner shall in respect of his shares in his securities account as at the date of distribution of the assets among the Members be entitled to all the rights and obligations in respect of such shares irrespective of whether the Prescribed Limit had been exceeded.

160. On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by the Company in General Meeting. The amount of such payment shall be notified to all Members at least seven days prior to the meeting at which it is to be considered. Commission to liquidator

### **INDEMNITY**

161. Subject to the provisions of the Act, every Director (including the Managing Director or Executive Director), General Manager, Agent, Auditor, Secretary and other officer for the time being 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 otherwise in relation thereto, and no such Director, Manager, Secretary or other officer of the Company shall be liable for any loss, damage, misfortune or 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, willful default, breach of duty or breach of trust. Indemnity by Company to officer or executives of their duties

## AMENDMENTS TO THE LISTING REQUIREMENTS

Approval of  
Stock Exchange  
required

162. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit any act being done, that act shall not be done.
- (2) 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).
- (3) If the Listing Requirements require these Articles to contain a provision and these Articles does not contain such a provision, these Articles shall be deemed to contain that provision.
- (4) If the Listing Requirements require these Articles not to contain a provision and these Articles does contain such a provision, these Articles shall be deemed not to contain that provision.
- (5) If any provision in these Articles is or becomes inconsistent with any of the provisions of the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.