

THE COMPANIES ACT, 1965  
MALAYSIA

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**MTD ACPI ENGINEERING BERHAD**  
**(Company No. 258836-V)**

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Incorporated on the 3rd day of March, 1993

Reprinted and updated with amendments  
up to 17 September 2015

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THE COMPANIES ACT, 1965  
MALAYSIA

(PUBLIC COMPANY LIMITED BY SHARES)

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MEMORANDUM OF ASSOCIATION

OF

**MTD ACPI ENGINEERING BERHAD**

1. The name of the Company is MTD ACPI ENGINEERING BERHAD.
2. The registered office of the Company will be situated in MALAYSIA.
3. The objects for which the Company is established are:-

Investment holding

- (1) To acquire and hold for investments, shares, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere in any part of the world by any government, sovereign ruler, commission, public body or authority supreme, municipal, local or otherwise by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownerships thereof and in particular to sell, transfer, exchange or otherwise dispose of the same for such consideration as the Company may think fit and generally to undertake any of the business of a holding or management company.

To carry on business as general merchants, etc.

- (2) To purchase, establish carry on business as dealers and general merchants, exporters agents, importers, general commission agents, del credere agents, brokers, removers, packers, stores, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or turn to account produce goods, materials and merchandise generally either in their prepared, manufactured or raw state and to buy, sell manipulate and deal (both wholesale and retail) in commodities of all kinds which can be conveniently dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores, and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.

- To build and construct works, etc (3) To purchase, take on lease, hire or otherwise acquire, build, construct, alter, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, enlarge, remove or replace, restore, to work, manage and control either alone or jointly with any other companies or persons works of all descriptions including any factories, buildings, offices, mills, machinery, engines, plants, roads, ways, tramways, railways, carriages, wagons, branches of sidings, bridges, reservoirs, watercourses, wharves, docks, piers, gas works, electric works, water works, drainage and sewerage works, tools, implements, carts, vehicles, rolling stocks, live and dead stocks, stores, appliances, effects and other works, structures and conveniences of every description which may seem calculated directly or indirectly to advance the interest of the Company, and to joint with any other person of company in doing any of these things.
- To carry on business of builders, etc. (4) To carry on or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredgers, prospectors, job-masters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods lines matters and things including bricks, furniture, hardware, lime, metals, sands, stones, tiles, timber, terra cotta and all other building requisites.
- To acquire business/property (5) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- To invest in property, etc (6) To purchase, take on lease, hire or otherwise acquire for purposes of investment in Malaysia or elsewhere any real or personal property or any rights or interests therein, which the Company may think necessary or convenient and in particular any lands, plantations, estates, houses, buildings, flats, factories, warehouses, plant, machinery, patents, concessions, trade marks, trade names, copyrights, licences, stocks, material or property of any description, and to work, use maintain and improve, let, surrender, mortgage, charge, vary or dispose of the same or any other property of the Company, including in respect of any patent or patent rights belonging to the Company, the grant of licences or authorities to any person, corporation, or company to work the same.
- To develop land, etc. (7) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, decorating, maintaining, furnishing, fitting up, improving, altering, pulling down and re-erecting or reconstructing buildings and by planting, paving, draining, farming, cultivating letting on building lease or building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- To deal in immovable property (8) To purchase, take on lease or otherwise howsoever acquire and to obtain or grant options over traffic and otherwise deal in or turn to account, sell, grant leases and tenancies of lands, houses, buildings, easements, rights, privileges, concessions and immovable property of any description or tenure whatsoever in any part of the world and every manner of right or interest therein.
- To deal in kinds of electrical goods, etc. (9) To carry on the business of importers, exporters, agents promoters, distributors, retailers of and dealers in all kinds of electrical goods, and apparatus such as gas cookers, washing machines, refrigerators, ovens and television; and to manufacture, sell or hire apparatus or goods to which the application of electricity or any like power that can be used as a substitute therefor, is or may be useful, convenient or ornamental or other business of a like nature.
- To carry on business as importers, and exporters. (10) To carry on the business of exporters and importers of all kinds of merchandise in every description of fertilizer, tyres, building materials of every description, textiles, photographic goods, electrical goods, motor goods, vehicles, timber, woods, cane or any combination thereof, products and by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description or resulting from the handling, manufacture or processing of wood, timber, cane or other forest produce, plant matter or thing including coal, charcoal, paper, plastics and other synthetic materials and yams and prepare, manufacture and render marketable any such commodities, and to sell, dispose of an deal in any such commodities either in their raw state or as prepared or manufactured and either by wholesale or retail.
- To carry on business as planters, farmers, etc. (11) To carry on the business of planters, farmers, dairy and poultry farmers, merchants, gaziers, cattle breeders, stockmen, cultivators and dealers in rubber, oil palm, coconut, gutta percha, jelutong gum of every description, latex bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon, tobacco, gambler, oil palms, cotton, flax, fruit trees, potatoes, root crops, mulberry and other trees for the production of silk, and all kinds of trees and plants to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce either in its raw state or as prepared or manufactured and either by wholesale or retail.

To carry on business of hire purchase, etc.

- (12) To carry on in Malaysia or elsewhere all or any one or more of the following business, namely, the buying, selling, letting on hire, hire purchase, or easy payment system of manufacturing and contractors of and dealers in household or office furniture and domestic or business appliances, installation fittings, machinery, taxicabs, automobiles, tramcars, chars-a-bancs, motor lorries, wagons and motor vehicles of all kinds and descriptions, cycles, bicycles, coaches, carriages and all other vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity or any mechanical or other power or device, agricultural implements and machinery of all sorts, airships, aeroplanes, balloons and all other machines, vehicles or devices now or hereafter used for travelling by air, and all motors, machinery, mechanical and other parts, tools, plant, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of above-mentioned vehicles or any parts thereof, pianos, furniture, wireless and television receivers, telephone or other apparatus, and all other things of whatever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof and to buy, sell, alter, repair, exchange, deal in and finance the sale of furniture, apparatus, machinery, materials, goods and articles of every description, to hire out or sell any of the same on the hire purchase system and to carry out by contract or otherwise any work connected therewith.

To carry on instalment system, etc.

- (13) To carry on business as capitalize, financiers, concessionaires and merchants for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment or otherwise of wireless and television, apparatus, radio gramophones, gramophones and electrical equipment and machinery, appliances, requisites, accessories and supplies of every description and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any what whatever in the sale and purchase in the manner aforesaid of any of the foregoing articles and to guarantee or become liable for the payment of money or for the performance of any obligations and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business which may seem to be capable of being carried on in connection with any of these objects or be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.

- To carry on tourism business etc. (14) To carry on business as tourist and travel agents and contractors, and to facilitate tourism and travelling, and to provide for tourists, travelers, holiday-makers and vacationers, and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, circular tickets, sleeping cars and berths, reserved places, and carriage and transport of all kinds, including the hire of any form or system of transport.
- To carry on business of carriers (15) To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft and of every description, lightermen and carriers of goods and passengers by road, rail or air, carmen, cartage contractors and agents, forwarding, transport and commission agents, customs agents, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, electricians and jobmasters.
- To carry on business of stevedores, etc. (16) To carry on all or any of the business of managers of shipping property, freight contractors, carriers by land, and air, barge owners, lightermen, stevedores, forwarding agents, carriers by land and air and any other forms of transport business such as ice merchants, refrigerating storekeepers, warehousemen, wharfingers and general traders and to purchase, take in exchange, or otherwise acquire and hold ships and vessels or any shares in interests in aircraft or any shares in interests in any aircraft and also shares, stocks and securities of any companies possessed of or interested in any ship or vessel or aircraft and to maintain, repair, improve, alter, exchange or let-out to hire or charter.
- To carry on business of timber, etc. (17) To carry on business as exporters, importers, cultivators, miners, sawmillers, manufacturers, timber growers, dealers and traders of all kinds of merchandise in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products and by-products of any description obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacture, or processing of wood, timber, cane, or other forest produce, plant matter or thing including coal, charcoal, paper plastics and other synthetic materials.
- To carry on business of paper, etc. (18) To carry on the business of manufacturers and dealers in paper of all kinds, and the articles made from the paper or pulp, and materials used in the manufacture or treatment of paper, including cardboards, railway and other tickets, mill boards, wall and ceiling papers and to carry on the business of stationers, lithographers and publishers.

- To carry on business of mining, etc.
- (19) (a) To purchase, take on lease, otherwise acquire, any mines, mining rights, concessions, metalliferous lands, gravels or rivers, grants, claims, licences, options, rights or privileges for any mining objects or purposes or any lands of whatsoever, tenure or title containing or supposed to contain tin, precious stones, gold, silver, wolfram, copper, iron, oil, coal or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licences, leases, mines, lands, options, rights, or privileges and produce thereof in Malaysia or elsewhere in any part of the world and any interest therein.
- (b) To search for, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
- (c) To buy, sell, manufacture and deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations or required by workmen and others employed by the Company.
- (d) To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, tramways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electrical works, factories, warehouses, shops and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to, subsidise, or otherwise aid or to take part in any such operations.
- To carry on business of flat proprietors, etc.
- (20) (a) To carry on all or any of the business of proprietors flats, maisonettes, dwelling-houses, shops, offices and clubs, and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situate, or rights or interests therein or connected therewith, to prepare building sites; and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling-houses, shops, offices, clubs, buildings, works and conveniences of all kinds, to lay out roads and pleasure gardens and recreation grounds, to plant drain or otherwise improve the land or any part thereof.

(b) To manage, or let the same or any part thereof for any period, whether belonging to the Company or not, and at such rent and on such conditions as the Company shall think fit, to collect rents and income and to supply to tenants and occupiers and others, light, heat, refreshments, attendants, messengers, waiting-rooms, reading-rooms, meeting-rooms, lavatories, bath houses, laundry conveniences, electric conveniences, garages, recreation facilities and other advantages which from time to time the Company shall consider desirable, or to provide for such management, letting and advantages as aforesaid by employing any person, firm or company to carry out or supply the same or such terms as the Company may think fit.

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| To carry on agency business | (21) To transact and carry on the business of all kinds of agency business and to undertake any business commonly undertaken in connection with all or any of such business in any part of the world and to carry on or discontinue the same and in particular to collect rents and debts, to negotiate loans, to find investment and to issue, place shares, stocks, debenture stocks or securities.  |
| To invest in shares         | (22) To take, buy or otherwise acquire shares stocks debentures or other securities issued by any other company to invest upon or without security the moneys of the Company in such manner as may from time to time be determined and to hold any such shares, securities or investments or at any time or times to sell and realise with the same and to re-invest the proceeds.   |
| To acquire securities       | (23) To subscribe for, take, underwrite, obtain options over purchase, or otherwise acquire and hold shares, debentures, debenture stocks or other interest in or securities and other obligations issued or guaranteed by any government, state, public body, company or corporation whatsoever in any part of the world and to exercise or enforce all rights and powers conferred by or in incident to the ownership or holding of any such securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company. |
| To carry on as financiers   | (24) To transact business as financiers, promoters and business financial and monetary agents in any part of the world and for such purposes to establish agencies, and to appoint financial and managing agents and attorneys and to procure the Company to be duly registered.   |

- To carry on business on engineering (25) To carry on the business of iron and steel founders, colliery proprietors, smelters, drawers of steel, copper and other metals, metal stampers and spinners, and manufacturers of and dealers in aeroplanes, locomotives, motor and other vehicles and conveyances, implements and machinery of all kinds, manufacturers of explosives, armaments and ammunition of all kinds, tool-makers, fitters, brass-founder, metal-workers, boiler-workers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, gas-makers, printers, carriers, and commission and general agents, and to buy, sell, manufacture, repair, convert, alter, let or hire, and deal in iron, steel and other minerals, and in vehicles and conveyances, machinery, explosives, armaments, ammunitions implements, stoves, refrigerators, wireless machines and apparatus and hardware of all kinds.
- Machinery and equipment, etc. (26) To carry on the business and industry of manufacturers, importers, exporters, and general dealers in machinery, tool, equipment and hardware of every description and particularly all such as are requisite for or applicable to all classes of mechanical plant or engineering, commercial, agricultural and construction work, or for the maintenance and development of such work, and to enter into undertake and carry out all classes of such work including the construction of steam or internal combustion engines, motor-cars, motor-boats, aeroplanes and every class of vehicle and boat, also wireless machines, refrigerators, electric, gas and fuel stoves and washing machines, and the respective equipment and appliances in connection with any of the foregoing plant and effects or for the purposes of all or any of the business and undertakings capable of being carried on by the Company or any company in which it may be interested and to manufacture, purchase, acquire and generally deal in all commodities, equipment, utensils, furnishings and effects required by or incidental to or convenient for the use in any such business and undertakings.
- To deal in movable property (27) To obtain option over purchase or otherwise howsoever acquire and to improve, manage and develop and to grant options, licences, sell and otherwise deal in movable property, choses in action and rights of any kind whatsoever in any part of the world whether real or personal and whether for valuable consideration or not.
- To vest property in trust, etc. (28) To administer trust estates and the estates of deceased, bankrupt or insolvent persons or the property of companies in liquidation or any other estates in liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, liquidator, custodian, guardian, treasurer, or any similar office, and to vest any real or property, rights or interest acquired by or belonging to the Company in any person or company (whether incorporated or not) on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company, and to perform and discharge the duties of any such office for commission, or other remuneration, or otherwise.

- To carry on business of advertising contractors
- (29) To carry on the business of advertising contractors and agents, and any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith, and to carry on the business of manufacturers of all kinds of apparatus, appliances, plant and material and employed by advertising contractors in their business, and to sell, dispose of, and use the same for the purposes of the business of the Company.
- To carry on business of hotel, etc.
- (30) To carry on the business of hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, travelling, holding, developing, promoting, operating, managing, working and controlling holiday resorts and camps, vacation centres and to arrange organise and manage cruises, journeys, tours, travels, trips, voyages and expeditions of all kinds and to promote, organise and manage amusements, carnivals, cinemas, circusses, entertainments, exhibitions, expositions, fairs, festivals, play-grounds, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums halls, pitches, pools, rings, rinks, stadiums, tracks and places thereof.
- To carry on business of entertainment, etc.
- (31) To purchase, hire, carry on or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business.
- To construct and manage garages
- (32) To construct, improve, develop, work, control, manage, operate and maintain fuel, oil and petrol fuel, pumps, service stations, electric power heat and light supply works, and retails and wholesale agencies and garages, service stations, workshops and repaid shops and other works and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management thereof.
- To buy/sell foreign currency, etc.
- (33) Subject to the provisions of any laws in force for the time being in force, to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest.

- To purchase patents and other rights (34) To apply for and to purchase or otherwise acquire, use, assign and generally deal in letters patent, patent rights, rights of analogous character, concessions, licences and similar privileges and concessions, both Malaysian and foreign, for inventions or improvements in any invention which may seem capable of being used for any of the purposes of the Company, secret processes, trade marks, copyrights or any concessions of any nature from any government or other authority which may be considered conducive to the attainment of the objects of the Company, or in any way connected therewith, or any interest in any such inventions or patents, and any licence or licences in connection therewith, and to finance inventors or alleged inventors for the purpose of enabling them to test or perfect their inventions.
- To sell patents (35) To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
- To enter into partnership (36) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company with respect to sharing of profits, union of interests, amalgamation, or otherwise either in whole or in part or any other arrangements with any other companies, corporations, firms or persons and to hold shares or interests therein.
- To purchase property and goodwill (37) To purchase the property and goodwill of, or any interest in, any business, and to make and carry into effect, all arrangements with respect to the union of interest or amalgamation, either in whole or in part, with any other company, firm or person having objects in some respects similar to or included in the objects of the Company and to carry on business, the carrying on of which the Company may think directly or indirectly conducive to the development of any property or any business in which it is interested.
- To carry on any business the Company can carry on. (38) To carry on any whatsoever from of business, trade or undertaking whether as principals, agents, sub-agents or consignees, and to deal in any form of produce, matter or thing the Company is capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- To amalgamate, enter into partnership, etc. (39) To amalgamate with any company having objects altogether or in part similar to those of the Company and to enter into partnership or into arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- To pay for property in shares (40) To pay for property or rights to be acquired by or services rendered to the Company either in cash or by shares (with or without preferred or deferred rights) or any securities which the Company has power to issue and generally on such terms as may be thought fit.
- To obtain legislative ordinance or enactment (41) To apply for, secure, acquire by grant, legislative ordinance or enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant, and to pay for, air in, and contribute towards carrying the same into effect and to enable the Company or any other company to carry any of its objects into effect or for effecting any modification of this or any other company's constitution or for any other purpose and to oppose any legislation proposals, proceedings, schemes or applications which may be calculated directly or indirectly to prejudice this or any other company.
- To aid any company (42) To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources engaging in or carrying on any business or transaction which the Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and in particular for the import, export, purchase, sale, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises, or things and for the acquisition or taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said businesses or capable of being taken or carried on so as directly or indirectly to the benefit of the Company.
- To issue debentures, etc. (43) To issue debentures, debenture stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon day specified property and rights, present and future of the Company or otherwise howsoever.

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| To lend money and to provide security  | (44) | To lend and advance money or give credit or security to any person or security company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.   |
| To borrow money                        | (45) | To borrow or raise or secure the payment of money with or without security in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, or by mortgage charges, bills of exchange or promissory notes, or by any other instrument or in such purpose to charge all or any part of the undertaking and property, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem, or pay off any such securities. |
| To take charge, etc.                   | (46) | To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.  |
| To guarantee                           | (47) | To guarantee the debts or become liable for the payment of money or the performance of any contracts or obligations by any person, persons, corporations or others.  |
| To draw on bills, etc.                 | (48) | To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.  |
| To advance, or deposit money, and etc. | (49) | To advance, pay, deposit or lend money, securities and pay property to, or with such persons and on such terms and conditions as may seem expedient, to discount, buy, sell, deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.   |
| To receive money on deposit, etc.      | (50) | To receive money on deposit at interest or otherwise and to make, draw, accept, indorse, discount, execute and issue, deposit receipts, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable securities or instruments.   |

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| To accept payment in shares and debentures          | (51) | To accept payment for the undertaking or any property or rights sold or otherwise disposed off or dealt with by the Company either in cash or by instalments or otherwise or in shares credited as fully or partly paid up in any company or companies with or without deferred or preferential rights in respect of dividends or payment of capital or otherwise or by means of mortgages or by debentures, debenture stock (perpetual or otherwise) or obligations or securities of any company or companies or partly in one mode and partly in another and generally on such terms as the Company may determine. |
| To give for discharges for money payable to Company | (52) | To make and give receipts, released and other discharges money payable to the Company and for the claims and demands of the Company.   |
| To uphold credit of the Company                     | (53) | To take or concur in taking all steps and proceedings as may seem best calculated and to uphold and support the credit of Company and to obtain and justify public confidence and to advert or minimize financial disturbances which might affect the Company.   |
| To register in foreign country                      | (54) | To procure the Company to be registered in any foreign country.  |
| To advertise goods of Company                       | (55) | To advertise all or any of the manufacturer's goods or goods of the Company in any way that may be thought advisable, including the posting of bills in relation thereto and the issue of books, pamphlets and price lists, and the conducting of competitions and the giving of prizes therefor.  |
| To print books                                      | (56) | To print and publish any periodicals books or leaflets and newspapers that the Company may think desirable for the promotion of its objects.   |
| To remunerate persons rendering services to Company | (57) | To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debenture, or other securities of the Company, or in or about the organisation, business, formation or promotion of the Company, or of any other company promoted wholly or in part by the Company.  |
| To give pensions and gratuities                     | (58) | To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company of its predecessors in business, or the dependents or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.   |

- To make arrangements with governments and public bodies (59) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concession.
- Charity (60) To subscribe and to make contributions and donations to any charitable benevolent or useful object of a public character the support of which will in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers, or the public and to establish and/or support or to aid in the establishment and/or support of and to make donations or subscriptions to or to subsidise any whatsoever association, fund, institution, place of worship, school, society, firm, company or any other body or party having or for any objects or purposes whatsoever.
- Donation (61) To make donations for patriotic or for charitable purposes and to transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
- To distribute property among members in specie (62) To distribute any of the property of the Company among the members in kind or any proceeds of sale whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- To act in any part of the world (63) To do all or any of the matters in any part of the world hereby authorized either alone or in conjunction with on behalf of the Company or on behalf of any other company and as principal agents, contractors, trustees or agents or otherwise or by or through trustees, agents or otherwise.
- To do everything to objects (64) To do all such other things as are or may be incidental or conducive to the attainment of the preceding objects or any part conducive of them.
- Objects (65) And it is hereby declared that the intention is that the objects in each paragraph, be independent main objects and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- Company (66) And it is hereby declared that the word "company" in this clause when not applied to the Company shall be deemed to include any partnership or other body of person, mercantile or otherwise, whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere and whether existing or hereafter to be formed.

4. The liability of the members of the Company is limited.
5. The authorised share capital of the Company is Ringgit Five Hundred Million (RM500,000,000.00) divided into 500,000,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
6. Subject to the respective rights, terms and conditions mentioned in Clause 5 hereof the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amount, and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designations and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

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

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber
THAVY @ DEVI A/P GOPAL NRIC NO. A0087917 (B) NO. 29 LAND TEMPLER HOSPITAL QUARTERS 56100 JALAN CHERAS KUALA LUMPUR	(Company Director) ONE
HALIMAH BTE SIDOAL NRIC NO. 6307917 (B) BT. 12 JALAN CHERAS 43000 KAJANG SELANGOR	(Company Director) ONE
.....	
Total number of shares taken	TWO (2)
.....	

Dated this 15th day of January 1993.

Witness to the above signatures:-

RABINDRA SINGH VERIAH  
(A.C.A.)  
RABIN & CO.  
Public Accountants  
Room 304, Bangunan NUBE  
No. 114 Jalan Tuanku Abdul Rahman  
50100 Kuala Lumpur

THE COMPANIES ACT, 1965  
MALAYSIA

(PUBLIC COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

**MTD ACPI ENGINEERING BERHAD**

“TABLE A” EXCLUDED

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

**INTERPRETATION**

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

**DEFINITIONS**

**WORDS**

**MEANINGS**

“the Act”

The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.

“Articles or these Articles or these presents”

These Articles of Association as originally framed or adopted or as altered from time to time by special resolution.

“Auditors”

The auditors of the Company for the time being.

“Board”

The Board of Directors of the Company or the Directors present at a meeting of the Directors at which a quorum is present.

“Depository”

Bursa Malaysia Depository Sdn Bhd including any further change to its name and/or where the context requires, any company specified by it, in a notice given to the Company, as its nominee company.

“Central Depositories Act”

The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force.

“Chairman”	The Chairman of the Board.
“The Company”	MTD ACPI ENGINEERING BERHAD.
“Depositor”	A holder of a <i>Securities Account</i> .
“Deposited Security”	Shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.
“Directors”	The Directors for the time being of the Company.
“Exchange” or “Bursa Securities”	Bursa Malaysia Securities Berhad including any further changes to its name and / or any other Exchange on which the Company is listed.
“Exempt Authorised Nominees”	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
“Listing Requirements”	The Listing Requirements of the Exchange as the same may be amended from time to time.
“Market Day”	Any day on which there is official trading on the Exchange.
“MCD Nominee”	Malaysian Central Depository Nominees Sdn Bhd or any other company nominated by the Depository to hold all shares or other securities in the Company deposited with the Depository in accordance with the Central Depositories Act or the Rules.
“Member”	Any person for the time being holding shares in the Company and whose name appears in the Register of Members (with the exception of the Depository or its nominee company in whose name the Deposited Security is registered) and shall include any depositor whose name appears in the Record of Depositors.
“Month”	Calendar Month.
“Office”	The registered office for the time being of the Company.
“Record of Depositors”	A record provided by the Depository to the Company or its registrar or its issuing house pursuant to an application under Chapter 24 of the Rules.
“Register of Members”	The Register of Members to be kept pursuant to the Act.
“Registrar”	Any person appointed to perform the duties of the Registrar of the Company for the time being.
“Ringgit” and “RM”	The lawful currency of Malaysia.

“Rules”	The rules of the Depository.
“Secretary”	Any person appointed to perform the duties of the Secretary of the Company for the time being and shall include an assistant or deputy secretary.
“Securities Account”	An account established by the Depository for a depositor for all recordings of deposits and for dealings in such securities by the Depositor.
“Security”	As defined in the Central Depositories Act.
“Share Issuance Scheme”	A scheme involving a new issuance of shares to employees and/or Directors.
“Special Resolution”	As defined by the Act.
“Year”	Calendar Year.

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

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

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

Words importing person shall include corporations and companies.

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

The headings are inserted for convenience and shall not affect the construction of these Articles. Any reference to any statutory provisions shall be deemed to include any amendment or re-enactment thereof securities the Company shall comply with the Central Depositories Act and the Rules whenever and wherever applicable.

## SHARE CAPITAL AND VARIATION OF RIGHTS

- Authorised share capital 3. The authorised capital of the Company at the date of the adoption of these Articles is Ringgit Five Hundred Million (RM500,000,000) divided into 500,000,000 ordinary shares of Ringgit One (RM1.00) each.
- Control on issue of shares 4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and the Act and the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-
- (a) no shares shall be issued at a discount except in compliance with the provisions of the Act;
  - (b) in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than one hundred per centum (100%) of the nominal amount of the share;
  - (c) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles or in the resolution creating the same;
  - (d) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the Members in general meeting;
  - (e) every issue of shares or options to employees of the Company shall be approved by the Members in general meeting and no Director shall participate in a Share Issuance Scheme unless Members in general meeting have approved of the specific allotment to be made to such Director.

Any new issue of securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees or entitled persons in the Depository with such securities save and except where the Company is specifically exempted from doing so. The Company shall notify the Depository of the names of the allottees or the entitled persons together with all such particulars as may be required by the Depository to enable it to make the appropriate entries in the Securities Accounts of such allottees or entitled persons.

Rights of Preference Shareholders

5. Subject to the Act, any preference shares may with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and Audited Financial Statements, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened:

- (a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;
- (b) on a proposal to reduce the Company's share capital;
- (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
- (d) on a proposal that affects rights attached to the share;
- (e) on a proposal to wind up the Company; and
- (f) during the winding up of the Company.

Repayment of Preference capital.

6. Notwithstanding Article 8 hereof the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

Power to issue preference shares.

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

Modification of class rights.

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

in the class present in person or by proxy may demand a poll and that the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively.

Ranking of class rights.

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

Commission on subscription of shares.

10. The Company may exercise the powers of paying commissions conferred by the Act to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company Provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be) and that the requirements of the Act shall be observed. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Interest on share capital during construction.

11. Where any share 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 works or buildings or the provisions of any plant which cannot be made profitable for a long period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.

Trust not to be recognized

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

Purchase of own shares

13. Subject to the provisions of the Act and the Listing Requirements and the approval of the Members and any other relevant authority the Company shall have the power to purchase its own shares and to deal with the shares so purchased in the manner provided by the Act.

## SHARE CERTIFICATES

- |   |   |
|---|---|
| Issue of share certificates             | 14. Subject to the provisions of the Act, the Central Depositories Act and the Rules, every share certificate of the Company shall be issued under the Seal and bear the signatures or the autographical signatures reproduced by mechanical, electronic and/or by any other means of one Director and the Secretary or a second Director or such other persons as may be authorized by the Board and shall specify the shares to which it relates and the amount paid thereon.   |
| Issue of replacement share certificates | 15. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall be authorized at any time and from time to time to cancel share certificates previously issued and to re-issue new share certificates whether for the purpose of replacing share certificates that were defaced, worn out, destroyed, lost or stolen or to register the share certificates in the name of the MCD Nominee or otherwise for any other purposes required or allowed by the Act, the Central Depositories Act and the Rules. |

## LIEN

- |   |   |
|---|---|
| Company's lien on shares and dividends  | 16. 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, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member (whether solely or jointly with others) for all moneys (whether presently payable or not) payable by him or his estate, either alone or jointly with any other person to the Company and such lien shall extend to all dividends from time to time declared 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 this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. |
| Lien may be enforced by sale of shares. | 17. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.  |
| Directors may effect transfer.          | 18. To give effect to any such sale 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 the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.   |

Application of proceeds of sale 19. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.

### CALL ON SHARES

Directors may make calls 20. The Directors may, subject to the provision of these Articles, from time to time make such calls upon the Members in respect of any money unpaid on their shares as they think fit (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

When call deemed made 21. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until his name shall have been entered in the Register of Members or the Record of Depositors and he shall have paid all calls for the time being due and payable on every share by him whether alone or jointly with any other person together with interest and expenses (if any) PROVIDED THAT the MCD Nominee in whose name the Deposited Securities are registered shall not be entitled to any such rights.

Interest on unpaid calls 22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part.

Sum payable on allotment 23. Any sum which by the terms of issue of a share is payable on allotment on a fixed date, whether on account of then nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue of the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses forfeiture and the like, and all the relevant provisions of these Articles shall apply as if the sum had become payable by virtue of a call duly made and notified.

Differences in calls 24. The Directors may, from time to time, make arrangements of the issue of shares to differentiate between the holders of such shares in the amount of calls to be paid and in the times of payment of such calls.

Calls may be paid in advance

25. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

### JOINT HOLDERS OF SHARES

Joint Holders

26. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-

- (a) the Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or trustees of a deceased shareholder;
- (b) the joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share;
- (c) on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit;
- (d) any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share;
- (e) only the person whose name stands first as one of the joint holders of any share in the Record of Depositors issued by the Depository pursuant to Article 60(4) shall be entitled to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.
- (f) for the purposes of counting a quorum or votes at any general meeting, joint holders of any share shall be treated as one Member.

PROVIDED THAT any references in these Articles to joint-holders shall not include joint-holders of Deposited Securities unless such joint-ownership is permitted under the Central Depositories Act or the Rules or the guidelines or directives from time to time issued by the Depository. In the event that joint-ownership of Deposited Securities is permitted under the Central Depositories Act or the Rules, the rights and obligations of such joint owners shall be governed by the relevant provisions of such Act, Rules, guidelines or directives as the case may be.

### **INFORMATION ON SHAREHOLDING**

- Company may give notice
27. (1) The Company may by notice in writing require any Member within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee or nominee; and
  - (b) if he holds them as trustee or 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.
- (2) Where the Company is informed in pursuance of notice given to any person under sub-article (1) hereof or under this sub-article that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
- (a) to inform it whether he holds that interest as beneficial owner or as trustee or nominee; and
  - (b) if he holds it as trustee or nominee, to indicate so far as he can the persons for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement or arrangement and the parties to it.
- Notice by substantial shareholder
- (4) A Member having a substantial shareholding (as defined in the Act) in the Company shall notify the Company in the manner required by the Act and in addition thereto shall provide the Company with such relevant information as the Company shall require to enable the Company to comply with the direction of the Exchange or any other relevant or competent authority or otherwise for the purpose of any corporate exercise to be undertaken by the Company.

### **TRANSFER OF SHARES**

- Execution of transfer
28. Subject to the provisions of the Central Depositories Act, the Rules and these Articles, any Member may transfer all or any of his shares in the manner prescribed under the Rules and approved by the Exchange. The transfer of any shares shall be by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to Sections 107C(1) and 107C(2) of the Act, the Company shall be precluded from registering and effecting any transfer of shares.

Liability over transfer	29. Subject to the provisions of the Act, the Central Depositories Act and the Rules, neither the Company nor any of its Directors or other officers shall incur any liability for acting upon a transfer of shares registered by the Depository, 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 transferred, 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. In every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.
Refusal to register	30. The Directors may decline to effect the registration of any transfer of shares if such shares are not fully paid up or the Company has a lien on them or otherwise if the transfer does not comply with the provisions of the Act, the Central Depositories Act and the Rules.
Notice of refusal	31. Any Member whose transfer of shares has been refused shall be notified of the precise reasons thereof or dealt with in accordance with the Act, the Central Depositories Act and the Rules.
Suspension of registration	32. The registration of transfers may be suspended at such times and for such duration as the Directors may from time to time determine provided the period shall not exceed thirty (30) days in the aggregate in any one year. Any suspension shall comply with the notice requirements applicable to Members and the Depository as prescribed by the Act, the Central Depositories Act or the Rules.
Renunciation	33. Subject to the provisions of these Articles the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

### **TRANSMISSION OF SHARES**

Death of Member	34. In the case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
Shares of deceased or bankrupt Member	35. In the event of the death or bankruptcy of a Member any person becoming entitled as a result thereof may transfer or be registered as the owner of the shares held by that Member before his death or bankruptcy or otherwise deal with the said shares in the manner allowed by law and in accordance with the Rules. The person so entitled shall notify the Depository accordingly in writing of his election whether to have the shares of the deceased or bankrupt Member to be registered under his name or otherwise to be transferred to another person and shall comply with the Rules affecting the registration and transfer of the said shares, as the case may be.

- Person entitled or may receive dividends 36. A person entitled to a share by reason of the death or bankruptcy of a Member shall be entitled to and may give a good discharge for, any dividend or other distribution in respect of the said share except that he shall not be entitled to receive notice of or to attend or vote at, meetings of the Company until and unless he has been duly registered in the Record of Depositors. The Directors may at any time give notice in writing requiring any such person to elect whether to transfer the share to himself or to another person and to comply with the Rules and any other applicable law in relation thereto and if such person fails or refuses to do so to the satisfaction of the Directors, the dividend payment or any other distribution in respect of the said share shall be withheld until the requirements of the notice have been complied with. Where two (2) or more persons are jointly entitled to any share in consequence of the death of a Member, they shall, for the purposes of these Articles, be deemed to be joint holders of the share.
- Transmission of shares from foreign register 37. Where the shares are listed on other stock exchange and the Company is exempted from complying 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, in respect of such shares, the Company shall upon request of a Member permit a transmission of shares held by such Member from the register maintained by the Registrar in the jurisdiction of the other stock exchange (hereinafter referred to as "the Foreign Register") to the Register of Members provided there shall be no change in the ownership of such shares. No transmission of shares from the Register of Members to the Foreign Register shall be allowed.

### **FORFEITURE OF SHARES**

- Notice requiring payment 38. If any Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest from the day payment is due to the time of actual payment at such rate which shall not exceed ten per centum (10% per annum as determined by the Directors PROVIDED THAT the Directors shall be at liberty to waive payment of such interest in part or wholly which may be accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- Length and particulars of notice 39. The notice shall name a further day (not being less than fourteen (14) days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

Forfeiture for non-compliance	40. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture notwithstanding that they have been declared.
Effects of forfeiture	41. A forfeited share may be cancelled, sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a cancellation, sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. If the forfeited shares are sold, any residue after the satisfaction of the unpaid calls and the accrued interests and expenses shall be paid to the person whose shares have been forfeited.
Liability of Members in respect of forfeited shares	42. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of ten per cent (10%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receive payment in full of all such money in respect of the shares.
Evidence of forfeiture	43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
Notice of forfeiture	44. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or the Record of Depositors, as appropriate, opposite to the share.
Extinction of all interests	45. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interests in and claims and demands against the Company in respect of the share and all other rights and liability incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as by the Act given or imposed in the case of past Members.
Procedure for shares forfeited	46. The Company may receive the consideration, if any, given for the forfeited share on any sale or disposition thereof and may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds

of sale of shares which are forfeited and sold or disposed of, after the satisfaction on the unpaid calls or instalment 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 his executors, administrators, or assignees or as he directs.

Non-payment

47. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the term of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **CONVERSION OF SHARES INTO STOCK**

Conversion to be at general meeting.

48. The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination.

Transfer of Stock

49. The holders of the stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer or fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

Participating of stock holders

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

Definition

51. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

### **INCREASE OF CAPITAL**

Power to increase capital and conditions of issue

52. The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital, such new capital to be of such amount and to be divided into shares of such rights to or be subject to such conditions or restriction in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs, and if no direction to be given, as the Directors shall determine and in particular, but without prejudice to the rights attached to any preference shares that may have been issued, such new shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a special or restricted or without any right of voting.

- Offer of unissued shares 53. Subject to any direction to the contrary that may be given by the Company in general meeting any shares or securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by note specifying the number of shares or securities offered and limiting at 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 in like manner dispose of any such new shares or securities as aforesaid which, by reason of the ratio borne by them to the number of shares or securities held by persons entitled to such offer of new shares or securities cannot, in the opinion of the Directors be conveniently offered in the manner herein provided.
- Waiver of convening extraordinary general meeting 54. The Company may apply to the Exchange for waiver of convening extraordinary general meetings to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where in accordance with the provisions of Section 132D of the Act, there is still in effect, a resolution approving the issuance of shares by the Company and the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued share capital of the Company.
- New shares to rank with original shares 55. Except so far as otherwise provided by the conditions of issues, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transaction, forfeiture and otherwise as the original share capital and shall also be subject to the Rules.

### **ALTERATION OF CAPITAL**

- Power to alter capital 56. The Company may by ordinary resolution:-
- (i) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares; or
  - (ii) divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association by subdivision of its existing shares or any of them subject nevertheless to the provisions of the Act and so that as between the resulting shares, one or more of such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the other or any other of such shares; or
  - (iii) cancel any shares which at the date of the passing of the resolution in that behalf have not been taken, agreed to be taken by any persons or shares which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

Power to reduce capital 57. The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and any *consent* required by law. The Company shall give notice to the Registrar in accordance with the Act of such alteration in capital.

### **GENERAL MEETINGS**

General Meetings 58. (1) An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

Annual general meeting (2) The ordinary business of an annual general meeting shall mean and consist of the receiving of the Company's audited accounts and the report of the Directors and the Auditors thereon, the approval of fees of Directors, the re-election of the Directors who retire by rotation or otherwise, the declaration of dividend (if any) and the appointment of the Auditors and the determination of their remuneration. Any other business to be transacted at an annual general meeting shall be deemed to be special.

Extraordinary general meeting 59. The Directors may, as and when they shall deem fit, convene an extraordinary general meeting of the Company. In addition extraordinary general meetings shall be convened on the requisition of the Members in accordance with the Act, or if the Company makes default in convening a meeting so requisitioned, a meeting may be convened by the requisitionists themselves in the manner provided in the Act.

Notice of general meetings 60. (1) Subject to the provisions of the Act and agreement for shorter notice, notices shall be given to all Members (other than those who, under these Articles or the terms of the issue of the shares held by them, are not entitled to receive notices of general meetings of the Company) and the Exchange and shall also be published in at least one (1) national circulated Bahasa Malaysia or English daily newspaper circulating in Malaysia at least twenty-one (21) days before the meeting in the case of an annual general meeting or in the case where any special resolution is proposed or at least fourteen (14) days before the meeting in all other cases. For the purpose of calculating the notice period, the day on which the notice of meeting is given or served or deemed to be duly served shall not be counted. Notice of every general meeting of the Company shall also be given to the Auditors.

Contents of notice	(2) Every notice of a general meeting shall specify whether the meeting is an annual general meeting or an extraordinary general meeting, the day, place and hour of meeting and the business to be transacted at the said meeting.
Special business	(3) Any notice of meeting called to consider 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 and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect.
Record of Depositors	<p>(4) The Company shall:</p> <p>(a) request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meeting shall be given by the Company; and</p> <p>(b) request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).</p> <p>Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> <p>The General Meeting Record of Depositors shall be the final and conclusive record for the purpose of determining the Depositors who shall be deemed to be the registered holders of the shares of the Company and thus eligible to attend the general meeting and to speak and vote thereat.</p>
Business at meetings	61. Subject always to the provisions of the Act no business shall be transacted at an annual general meeting or at an extraordinary general meeting convened by the Directors except business of which notice has been duly given in the notice convening the meeting.
Entitlement to appoint proxy	62. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend and vote instead of him, and that a proxy need not be a Member and the provisions of Section 149(1) (b) of the Act shall not apply to the Company.
Resolution in writing signed by all Members	63. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to received notice of and attend and vote at general meeting (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

Accidental omission to notice

64. The accidental omission to give notice of give any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

### **PROCEEDINGS AT GENERAL MEETING**

Quorum

65. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person or by proxy shall be a quorum. For the purposes of these Articles "Member" includes a person attending as a proxy or representing a corporation which is a Member.

Adjournment

66. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present at an adjourned meeting the Members present shall be a quorum.

Chairman

67. The Chairman (if any) of the Board of Directors or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting. If there is no such chairman or deputy chairman, or if at any meeting neither the Chairman nor a deputy chairman is present within ten (10) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman. The election of the Chairman shall be by a show of hands.

Adjournment with consent of meeting

68. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The Exchange shall be duly informed of every adjournment and the reasons for each adjournment.

Evidence of passing of resolutions

69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

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

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

How a poll is to be taken

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

Equality of votes

71. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Voting

72. Subject to any rights or restrictions for the time being attached to any classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney.

On a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present or by proxy or by attorney or by a duly authorised representative and entitled to vote shall be entitled to one (1) vote, and on a poll every Member present in person or by proxy or by attorney or by a duly authorised representative shall have one (1) vote for each share held by such member. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

Entitlement to vote only when all calls due have been paid	73. A registered holder of ordinary shares shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid. No Members shall be entitled to vote on any question upon a poll in respect of any of the shares of such Member on which any calls shall be due and presently payable to the Company. No member shall be entitled to be present or to vote on any question at any general meeting either personally or by proxy or to be reckoned in the quorum in respect of any shares upon which calls are due and unpaid.
Shares of different monetary denomination	74. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercisable.
Vote of joint holders of shares	75. In the case of joint holders of shares, any one of such persons may vote, but if more than one of such persons are present at a meeting, the person whose name stands first on the Register of Members shall alone be entitled to vote.
Vote of Member of unsound mind	76. A Member who is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly as the management of his estate, and any such committee or other person may vote by proxy or attorney and any person entitled under the transmission Articles to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that forty-eight (48) hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he propose to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
Qualification of voter	77. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
Instrument appointing proxy to be in writing	78. The instrument appointing a proxy shall be in writing (in common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
	A Member (except for Exempt Authorized Nominee who can appoint multiple proxies) may appoint two (2) proxies to attend at the same meeting. Where the Member appoints two (2) proxies or an Exempt Authorised Nominee appoints multiple proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.

Qualification and rights of proxy to speak

78A. A Member entitled to attend and vote at a meeting of a Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member of the Company at the meeting. 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 member of the Company to speak at the meeting.

Form of proxy

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

**FORM OF PROXY**

Number of shares held	CDS Account No.

I/We ..... (FULL NAME IN BLOCK LETTERS) *NRIC No. / Company No. .... of ..... (FULL ADDRESS) being a *member/members of MTD ACPI ENGINEERING BERHAD, hereby appoint: (1) ..... (FULL NAME OF PROXY IN BLOCK LETTER) *NRIC No. .... of ..... (FULL ADDRESS) (NO. OF SHARES REPRESENTED) (2) ..... (FULL NAME OF PROXY IN BLOCK LETTER) *NRIC No. .... of ..... (FULL ADDRESS) (NO. OF SHARES REPRESENTED) or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company to be held at ..... ..... on ..... at ..... and at any adjournment thereof to vote as indicated below:
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(Please indicate with an "X" in the space provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her discretion.)

NO.	RESOLUTIONS	FOR	AGAINST

\* Strike out whichever not applicable.

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

As witness \*my/our hand(s) this..... day of ....., 20.....

\_\_\_\_\_  
Signature of Member

Instrument appointing proxy to be left at Company's office

80. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power of authority shall office be deposited at the office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (or in the case of a poll before the time appointed for taking of the poll) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Validity of vote given under proxy

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

Corporate representative

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

Proxy for Securities Account

83. Where a Member is an authorized nominee as defined under the Central Depositories Act, he may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account which he holds with ordinary shares of the Company standing to the credit of the said Securities Account.

Where a Member is an Exempt Authorized Nominee 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 Authorised Nominee may appoint in respect of each omnibus account he holds with ordinary shares of the Company standing to the credit of the said omnibus account.

**DIRECTORS: APPOINTMENT, REMOVAL, ETC**

Number of Directors	84. The Directors shall be natural persons and unless otherwise determined by general meeting, the number of Directors (disregarding alternate directors) shall not be less than two (2) nor more than fifteen (15).
Retirement of Directors	85. At every annual general meeting of the Company one-third of the Directors (including the Managing Director) or if their number is not a multiple of three, then the number nearest to one-third shall retire from office PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election.
Selection of Directors to retire	86. The Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
Notice of candidate as a Director	87. No person not being a retiring director shall be eligible for election to the office of director at any annual general meeting unless some Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, and the intention of such Member to propose him, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.
Retiring Director deemed to be reappointed	88. The Company at the meeting at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected.
Motion for appointment or Directors	89. At any general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
Increase or reduction of number of directors	90. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and directors may also determine in what rotation the increased or reduced number is to retire from office.

Removal of Directors	91. The Company may by ordinary resolution of which special notice is given remove any Director before the expiration of his period of office, and may if thought fit, by ordinary resolution appoint another Director in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed.
Power to add Directors	92. The Directors shall have power at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotating at that meeting.
Directors' qualification	93. The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Directors shall be required. All Directors shall be entitled to receive notice of and to attend all general meetings of the Company.

#### **REMUNERATION OF DIRECTORS**

Directors' remuneration	<p>94. (1) The fees payable to the Directors (except salaries payable to executive Directors for their services) shall from time to time be determined by a resolution of the Company in general meeting. Provided that such fees shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.</p> <p>(2) The Directors shall also be paid such travelling, hotel and other expenses properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Board or general meetings of the Company or in connection with the business of the Company as the Directors may determine. Any Director who serves on any committee of the Board or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid an extra remuneration. Such special extra remuneration may be by way of a fixed sum, or otherwise as may be arranged provided that the extra remuneration payable to non-executive director shall not by way of a commission on or percentage of profits or turnover.</p> <p>(3) Save as provided in Article 94(1) hereof, an executive Director shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another but shall not include a commission on or percentage of turnover) as the Directors may determine.</p> <p>(4) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover.</p>
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(5) Any fee paid to an Alternate Director shall be such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Reimbursement of expenses

95. (1) If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits (applicable only if he is an executive Director) or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors, provided that no Director shall be remunerated by a commission on or percentage of turnover.

(2) No payment shall be made to any Directors by way of compensation for loss of office or as consideration for or in consideration with his retirement from office unless particulars with respect to the proposed payment (including the amount thereof) have been disclosed to the Members and the proposal has been approved by the Company in general meeting.

#### **DISQUALIFICATION OF DIRECTORS**

When offices of Directors deemed vacant

96. The office of Directors shall become vacant during his term of office *ipso facto* if the Director:-

- (a) becomes bankrupt or has a Receiving Order in Bankruptcy made against him; or
- (b) is prohibited or ceases from being a Director by virtue of the Act; or
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder and the Directors resolve that his office be vacated; or
- (d) (not being an executive director whose contract precludes resignation) resigns his office by notice in writing under his hand; or
- (e) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given; or
- (f) is absent from more than fifty percent (50%) of the total meetings of the Directors during a financial year unless his absence is excused by the Exchange.
- (g) is convicted by the Court of Law of any offence whether in Malaysia or elsewhere in relation to the offences under the Act or Securities Laws as defined in the Listing Requirements.

## **POWER AND DUTIES OF DIRECTORS**

Business of Company to be managed by Directors

97. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and who may, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, exercise all such powers of the Company and do all such things as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations of the Act as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation has not been made.

Prior approval of Company required

98. The Directors shall not without the prior approval of the Company in general meeting:-

- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's main undertaking or property and in the event of the carrying out of such sale or disposal without the prior approval of the Company in general meeting having been obtained, then such sale or disposal shall be subject to ratification by the Company in general meeting; or
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- (c) enter into any arrangement or transaction with a Director of the Company or its holding company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

Directors' borrowing powers

99. (1) The Directors may exercise all the powers of the Company to borrow any sum or sums of money from any person, bank, firm or company (expressly including any person holding the office of Director) and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its wholly owned subsidiaries or of any related or associated corporation. The Directors may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or hypothecation of or charge upon any property and asset of the Company or otherwise. The Directors may exercise all the powers of the Company to guarantee and give guarantees or indemnities for the payment of money, the performance of contracts or obligations, or for the benefit or interest of the Company or of any subsidiary corporation.

(2) The Directors shall not borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Power to maintain  
Pension or Fund

100. The Directors may establish or arrange any contributory or non-contributory pension superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a director or other officer of and holds or has held salaries employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid and make payments for or towards any hospital or scholastic expenses and make payment for or towards any hospital or any Director holding such salaries employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in general meeting.

Power to keep register(s)  
of Members

101. The Company or the Directors on behalf of the Company, may exercise the powers conferred by the Act, cause to be kept a branch register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of such branch registers.

Appointment of Attorneys

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

Signing of cheques etc

103. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors from time to time determine.

Director in discharge of  
duties

104. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

Director to give notice

105. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

- Directors may hold other office 106. Subject always to the provisions of the Act as to disclosure of interest, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place or profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
- Director may act in his professional capacity 107. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director providing that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

#### **PROCEEDINGS OF DIRECTORS**

- Meeting of Directors 108. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors by giving them not less than seven (7) days notice thereof unless such requirement is waived by them.
- Telecommunication Meeting 108A. (1) For the purpose of Articles 110 and 126, and subject to the laws for the time being in force in this jurisdiction, a telecommunication meeting shall mean a contemporaneous linking together by an instantaneous telecommunication device of a number of Directors of no less than the quorum required for Directors or Committee of Director Meeting, whether or not any one or more of the Directors is out of Malaysia, is deemed to constitute a meeting of the Directors or Committee of Directors and all provisions of these Articles relating to the meetings of Directors or Committee of Directors will apply to telecommunication meeting provided the following conditions are met:-
- (a) the Directors are in executive capacity and are representing the Company on business assignments either locally or out of Malaysia;
  - (b) the Directors shall have received notice of a telecommunication meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by these Articles;

- (c) each of the Directors taking part in the telecommunication meeting must be able to hear and be heard by each of the other Directors taking part at the commencement and for the duration of the meeting and each Director so taking part is deemed for the purpose of this Article to be present at the meeting; and
- (d) at the commencement of the meeting, each Director must announce his or her presence to all the other Directors taking part in the meeting.

(2) A Director may not leave a telecommunication meeting by disconnecting his instantaneous telecommunication device unless that Director has previously obtained the expressed consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the telecommunication meeting unless that Director has previously obtained the expressed consent of the Chairman of the meeting to leave the meeting.

(3) Minutes of the proceedings of a telecommunication meetings is sufficient evidence of such proceedings and of the observance of all necessary formalities if the minutes is confirmed as correct minutes by the Chairman of the meeting.

(4) For the purpose of this Article, “instantaneous telecommunication device” means any telecommunication conferencing with or without visual capacity.

Notice of Meeting of  
Directors

109. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from Malaysia may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from Malaysia. A Director may waive notice of any meeting either prospectively or retrospectively. Unless otherwise determined by the Directors from time to time notice of all Directors’ meetings shall be given to all Directors and their alternates.

Quorum of meeting of  
Directors

110. The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally.

Chairman of Directors

111. The Director may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected annually but if no such Chairman is elected, or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

Votes of Directors	112. Subject to these Articles any question arising at any meeting of Directors shall be decided by a majority of Directors shall for all purposes be deemed a determination of the Directors. Each Director shall have one vote. In case of equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only two (2) Directors form the quorum or only two (2) Directors are competent to vote on the question at issue.
Number	113. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may except in an emergency act only for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purposes.
Disclosure of interest	114. Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interest might be created in conflict with his duty of interest as a Director of the Company. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested, and, if he does so vote, his vote shall not be counted.
Restriction on voting	115. A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal interest not shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.
Relaxation of restriction on voting	116. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the terms of any such appointment are considered, he may vote on any such matter other than in respect of his own appointment and/or the fixing of the terms thereof.
Power to vote	117. A Director may vote in respect of :-  (a) any arrangement for giving the Director himself or any other Director for any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or  (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by deposit of a security.

Directors may become directors of other corporation

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

Directors may lend money to Company

119. The Directors or any of them may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their or his office and without being liable to account to the Company for any such commission or profit.

#### **ALTERNATE DIRECTOR**

Alternate Directors

120. (1) Each Director shall have power from time to time to nominate any person to act as his Alternate Director and the appointment of the Alternate Director shall not take effect until approved by a majority of the other Directors, Provided Always that any fee paid by the Company to the Alternate Director shall be deducted from that Director's remuneration.

(2) Any appointment of an Alternate Director may be revoked at any time by the Director appointing him.

(3) If a Director making any such appointment as aforesaid shall cease or vacate office as a Director, the person appointed by him shall thereupon, ipso facto cease to have any power or authority to act as an Alternate Director except retirement by rotation and immediate re-election.

(4) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

### **MANAGING DIRECTORS**

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| Managing Director                                  | 121. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of these powers.   |
| Term of Managing Director/Deputy Managing Director | 122. The Directors may from time to time appoint any one or more of their body to be Managing Director or Deputy Managing Director at such remuneration and for such period not exceeding three (3) years and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, and may vest in the Managing Director or the Deputy Managing Director any power hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Deputy Managing Director shall be subject to the control of the Board. |
| Remuneration of Managing Director                  | 123. The remuneration of a Managing Director or Managing Directors shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover.   |
| Special position of Managing Director              | 124. A Managing Director shall, while he continues to hold that office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire and he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.    |

### **COMMITTEES OF DIRECTORS**

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| Power of Directors to appoint Committees | 125. The Directors may establish any committees, local boards or agencies, comprising one or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the Member and Members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the Member or Members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul any such delegation but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. |
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- Meeting of Committee 126. Subject to any rules and regulations made pursuant to Article 125, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second or casting vote. However where two (2) Directors form the quorum, the Chairman of a meeting at which such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote.
- Chairman of Committees 127. A committee may elect a Chairman of its meeting if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairman of the meeting.

### **VALIDATION OF ACTS OF DIRECTORS**

- Directors' acts to be valid 128. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Director.

### **CIRCULAR RESOLUTIONS**

- Circular 129. A resolution in writing signed by a majority of not less than seventy percent (70%) of the Directors present in Malaysia and for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held 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. Any such resolution shall be described as "Directors' Circular Resolution" and may consist of several documents substantially the same, each signed by one or more Directors and shall constitute one document in those terms. A document may be sent to the Secretary by telefax or other means of communication transmission, provided that in such case the signatory or signatories shall have confirmed to the Secretary by telephone, followed by telefax, that such signature or signatures thereon are genuine.

### **AUTHENTICATION OF DOCUMENTS**

- Authentication of documents 130. Any Director or the Secretary or any person appointed by the Directors for the purposes shall have power to authenticate any documents effecting the constitution of the Company and any resolution passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts and where any books, records documents or accounts are kept elsewhere than in the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Conclusive evidence of resolutions and extract of minutes of meeting

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

### **MINUTES AND REGISTER**

Minutes to be entered

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

- (a) all appointments of officers made by the Directors;
- (b) the names of all the Directors present at each meeting of the Directors and of any committee of Directors and of the Company in general meetings;
- (c) all resolutions and proceedings of general meetings and of meetings of the Directors and committee of Directors; and
- (d) all orders made by the Directors and any committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matters stated in such minutes.

Directors to comply with Act

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

Minute books.

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

Registers to be kept

135. The registers referred to in Article 133 shall be opened to the inspection of any Member without charge and to any other person on payment of a prescribed fee for each inspection.

### **SECRETARY**

Secretary

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

**SEAL**

- Authority for use of Seal 137. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined (subject to the provisions of these Articles as to certificates for shares), the Seal shall be affixed in the presence of at least one Director and the Secretary or two (2) Directors or one Director and some other person appointed by the Directors for the purpose, who shall sign every instrument to which the Seal is affixed. The instrument to which the Seal is affixed may bear the autographic or facsimile signatures of at least one Director and the Secretary or two (2) Directors or one Director and some other person appointed by the Directors. The facsimile signature may be reproduced by machine or other means.
- Use of official Seal abroad 138. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.
- Share Seal 139. The Company may also have a Share Seal pursuant to Section 101 of the Act.

**ACCOUNTS**

- Book of account open to inspection by Directors 140. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of Audited Financial Statements and other documents as required by the Act. No member (not being a Director) shall have any right of inspecting any accounts or book or document of the Company except as conferred by the Act or authorised by the Directors or by ordinary resolution of the Company. Subject always to the Act the books of account or records of operations shall be kept at the office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
- To whom copies of financial statements, directors' and auditors' reports etc may be sent 141. The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such financial statements, directors' and auditors' reports, etc including any document required by law to be annexed thereto together with a copy of every report of the Auditors relating thereto and other Directors' report. A copy of each of such documents shall be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or Articles 162, 163, 164, 165 and 166, PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

In the event that these documents are sent in compact disc read-only memory (CD-ROM), digital video disc read-only memory (DVD-ROM) or in such other electronic form and a Member requires a printed form of such documents, the Company shall send such documents to the Member.

Directors not bound to publish any list

142. Save as may be necessary for complying with the provisions of the Act or as the Company may be special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

### **AUDIT**

Audit

143. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

Acts of Auditors

144. Subject to the provisions of the Act, all acts due by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Auditors entitled to attend General Meeting, etc

145. The Auditor or Auditors shall be entitled to attend any general meeting and to receive all notices of any other communications relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as Auditor.

### **DIVIDENDS AND RESERVES**

Declaration of dividends

146. The Company by ordinary resolution in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

Application of profits

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

Profits and losses	148. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from the date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part, to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
Share Premium Account	149. If the Company shall issue shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends.
Payment of unclaimed dividend	150. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed shall be dealt with by the Directors in accordance with the law.
Dividend to be paid out of profits	151. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
Directors may form reserve fund and invest	152. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit.  The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
Declaration of dividend	153. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividend shall be declared and paid according to the amount paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of call shall be treated for the purpose of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.
Deduction of dividend	154. The Directors may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

- Dividend due may be retained until registration 155. The Directors may retain the dividend payable upon shares in respect of which any person is under the provision as the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.
- Retention of Dividend 156. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- Distribution of specific assets 157. Any general meeting declaration a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Payment of Dividend 158. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct or through a crediting of funds into a specified bank account or paid via electronic or other methods of funds transfer to such account as provided by Depository from time to time (“Electronic Transfer”). Every such cheque or warrant or Electronic Transfer shall be made payable to the order of the person to whom it is sent and shall be a good discharge to the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

### **CAPITALIZATION OF PROFITS**

- Bonus Issue 159. The Company by ordinary resolution in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions or condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up shares held by such Members respectively or paying up in full unissued shares or debentures to be

allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article be applied only in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

Power for applications of undivided profits

160. 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 thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions to the profits resolved to be capitalized or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

#### LANGUAGE

Translation

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

#### NOTICES

Service of share notice

162. Any notice or document (including a certificate) may be served by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address as appearing in the Register of Members or the Record of Depositors, or if he has no registered address within Malaysia, address (if any) within Malaysia supplied by him to the Company as his address for service of notices.

When service effected

163. Any notice or other document if served by post shall be deemed to be served at the time when the letter containing the same would in the ordinary course be delivered and in proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a post office letter box.

- Notice in case of death or bankruptcy 164. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address if any, within Malaysia supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register of Members or the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
- How joint holders of shares may be served 165. All notices to be served to the Members shall with respect to any share to which persons are jointly entitled, be served to such person who is named first in the Record of Depositors, and any notice so given shall be sufficient notice to all joint holders.
- Who may receive notice of general meeting 166. Notice of every general meeting shall be given in any manner hereinbefore specified to :-
- (a) every Member with a registered address in Malaysia or an address for service of notices in Malaysia;
  - (b) every person entitled to share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
  - (c) the Auditors; and
  - (d) the Exchange.
- No other person shall be entitled to receive notices of general meetings.

### **WINDING UP**

- Distribution of assets in specie 167. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

- Rights of holders of shares issued upon special terms and condition
168. Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-
- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
  - (b) If in a winding-up the assets available for distribution among the Members shall be more than sufficient to re-pay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively.
- Voluntary liquidation
169. On the voluntary liquidation of the Company, no commission or fee shall be paid to the liquidator without the prior approval of the Members in a general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

#### **SECRECY CLAUSE**

- Secrecy clause
170. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company not to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business or the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.

#### **INDEMNITY**

- Indemnity
171. Every Director, Managing Director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach or duty or breach of trust.

## **ALTERATION OF ARTICLES**

### Alteration of Articles

172. These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under this Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.

## **EFFECT OF LISTING REQUIREMENTS**

### Effects of Listing Requirements

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

174. Nothing contained in these Articles shall prevent an act from being done if the Listing Requirements require that act to be done.

175. If the Listing Requirements require an act to be done or not to be done, then authority is hereby given for that act to be done or not to be done, as the case may be.

176. If the Listing Requirements require these Articles to contain a provision and they do not contain such provision, then these Articles are deemed to contain that provision.

177. If the Listing Requirements require these Articles not to contain a provision and they contain such provision, then these Articles are deemed not to contain that provision.

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

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Names, Addresses and Descriptions of Subscribers

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THAVY @ DEVI A/P GOPAL  
NRIC NO. A0087917 (B)  
NO. 29, LADY TEMPLER  
HOSPITAL QUARTERS  
56100 JALAN CHERAS  
KUALA LUMPUR

(Company Director)

HALIMAH BTE SIDOAL  
NRIC NO. 6307917 (B)  
BT. 12, JALAN CHERAS  
43000 KAJANG  
SELANGOR

(Company Director)

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Dated this 15<sup>th</sup> day of January 1993.

Witness to the above signatures:-

RABINDRA SING VERIAH (A.C.A.)  
RABIN & CO.  
Public Accountants  
Room 304, Bangunan NUBE  
No. 114, Jalan Tuanku Abdul Rahman  
50100 Kuala Lumpur