

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Memorandum and Articles of the Company are proposed to be amended in the following manner.

In particular, the existing provisions which are affected are reproduced here with the proposed provisions alongside it (amendments highlighted)

(i) Memorandum

EXISTING CLAUSE

3(19) To make loans to persons employed by it (including in particular, loans to assist them to acquire housing accommodation and means of transport and to guarantee loans made to persons so employed (including loans made by banks, co-operatives, societies and other bodies for housing purposes).

PROPOSED CLAUSE

3(19) To make loans to persons employed by it or by its subsidiaries or by an associate company where the Company owns twenty percent (20%) or more of its issued share capital (including in particular, loans to assist them to acquire housing accommodation and means of transport and to guarantee loans made to persons so employed (including loans made by banks, co-operatives, societies and other bodies for housing purposes).

(ii) Articles

EXISTING ARTICLES

2. In the construction of these Articles unless there shall be something in the subject or context inconsistent therewith or unless otherwise expressly provided:-

“Act” means the Companies Act 1965 and every statutory modification or re-enactment thereof for the time being in force and includes all subsidiary legislation made thereunder.

“Articles” means these Articles of Association as originally framed or as from time to time altered by special resolution.

“Company” means Telekom Malaysia Berhad.

“Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment thereof for the time being in force.

“Central Depository” means the Malaysian Central Depository Sdn. Bhd.

“Company under foreign control” includes:-

- (a) A company of which the majority of the directors or persons occupying the position of directors, by whatever name called, are foreigners;
- (b) A company in which shares conferring a majority of votes are held by foreigners or by foreign corporations or by persons or corporations who hold directly or indirectly for foreigners or foreign corporations;
- (c) A company which is by any other means, whether of a like or of a different character, in fact under the control of foreigners or foreign corporation;

PROPOSED ARTICLES

2. In the construction of these Articles unless there shall be something in the subject or context inconsistent therewith or unless otherwise expressly provided:-

“Act” means the Companies Act 1965 and every statutory modification or re-enactment thereof for the time being in force and includes all subsidiary legislation made thereunder.

“Approved Market Place” means a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No 2) Order 1998.

“Articles” means these Articles of Association as originally framed or as from time to time altered by special resolution.

“Company” means Telekom Malaysia Berhad.

“Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 and every statutory modification or re-enactment thereof for the time being in force.

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- ~~(c) A company which is by any other means, whether of a like or of a different character, in fact under the control of foreigners or foreign corporation;~~

EXISTING ARTICLES

(d) A company which is managed by a "foreign corporation" or a "corporation under foreign control" within the meaning of the respective definitions of these expressions contained in this Article.

"depositor" means the holder of a securities account.

"deposited security" means a security standing to the credit of a securities account and includes securities in a securities account that is in suspense.

"Directors" means the Directors of the Company holding office for the time being, and, unless otherwise stated, includes their duly appointed alternates.

"Entitled Person" means a person who is a Malaysian citizen, or an authority or a body incorporated by or under any law in Malaysia, or a company incorporated in Malaysia, and, for the purposes of these Articles, includes the Government of Malaysia and the Government of any State of Malaysia.

"executive director" means a person appointed by the Special Shareholder to perform the duties pursuant to Article 111 hereof.

"foreigner" means a person who is not an Entitled Person.

"foreign corporation" means:-

(a) a company, corporation, society, association or other body incorporated outside Malaysia;

or

(b) an unincorporated society, association or other body which under the law of its place of origin may sue or be sued, or hold property in the name of the secretary or other officer of the body or association duly appointed for that purpose and which does not have its head office or principal place of business in Malaysia.

PROPOSED ARTICLES

~~(d) A company which is managed by a "foreign corporation" or a "corporation under foreign control" within the meaning of the respective definitions of these expressions contained in this Article.~~

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"deposited security" means a security standing to the credit of a securities account and includes securities in a securities account that is in suspense.

"Directors" means the Directors of the Company holding office for the time being, and, unless otherwise stated, includes their duly appointed alternates.

~~"Entitled Person" means a person who is a Malaysian citizen, or an authority or a body incorporated by or under any law in Malaysia, or a company incorporated in Malaysia, and, for the purposes of these Articles, includes the Government of Malaysia and the Government of any State of Malaysia.~~

"executive director" means a person appointed by the Special Shareholder to perform the duties pursuant to Article 111 hereof.

~~"foreigner" means a person who is not an Entitled Person.~~

~~"foreign corporation" means:-~~

~~(a) a company, corporation, society, association or other body incorporated outside Malaysia;~~

~~or~~

~~(b) an unincorporated society, association or other body which under the law of its place of origin may sue or be sued, or hold property in the name of the secretary or other officer of the body or association duly appointed for that purpose and which does not have its head office or principal place of business in Malaysia.~~

"Foreigner" means:

(a) an individual who is not a citizen of Malaysia;

(b) a body, corporate or incorporate, which is incorporated or constituted, as the case may be, outside Malaysia;

(c) a trustee administering a trust which is constituted under any foreign law;

(d) a trust corporation which is incorporated under any foreign law;

(e) a society, including a co-operative society or any other institution, which is constituted, registered or incorporated under any foreign law;

(f) a nominee company incorporated in Malaysia which -
(i) is identified with the word "(Asing)" in its name; and

EXISTING ARTICLES

“Group” means the Company together with its subsidiaries and associate companies in which the Company holds twenty percent (20%) or more of the issued capital.

“member” means any person for the time being holding shares in the Company and whose name appears in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd.) and any depositor for the time being whose name appears on the Record of Depositors.

“Record of Depositors” means a record provided by the Central Depository to the Company pursuant to an application under chapter 24.0 of the Rules.

“Registered Office” means the registered office for the time being of the Company.

“Register of Members” means the register of members to be kept pursuant to the Act.

PROPOSED ARTICLES

(ii) performs the services of a nominee, agent or trustee solely for or on behalf of legal or beneficial owners of securities who are foreigners; or

(g) a company, other than a company described in paragraph (f) above, which is incorporated in Malaysia and where any of the persons or a combination of the persons referred to in paragraph (a), (b), (c), (d) or (e), is entitled to exercise or control the exercise of more than fifty per centum of the voting rights of the Company.

“Foreign Ownership Regulations” means the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 and every modification or re-enactment thereof for the time being in force.

“Foreign Prescribed Limit” means the aggregate limit of thirty per centum (30%) of the total issued and paid-up share capital of the Company or such other limit as may be prescribed from time to time by any written law for the time being or from time to time in force or by the rules, guidelines, or directives issued by the appropriate authorities from time to time, in respect of the ownership of shares in the Company by Foreigners more particularly set out in Articles 61(2),(3), (4), (5) and (6) .

“Group” means the Company together with its subsidiaries and associate companies in which the Company holds twenty percent (20%) or more of the issued capital.

“Individual Prescribed Limit” means the aggregate limit of five per centum (5%) of the total issued and paid-up share capital of the Company in respect of the ownership of shares in the Company by any person on his own or with his Associates in the manner and as more particularly set out in Article 61(1), (2),(3), (4), (5) and (6).

“jumbo certificate” has the same meaning as is assigned to that expression under the Central Depositories Act.

“Listing Requirements” means Listing Requirements of Kuala Lumpur Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.

“member” means any person for the time being holding shares in the Company and whose name appears in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd. and any depositor for the time being whose name appears on the Record of Depositors or its nominee company) and, subject to the provisions of the Foreign Ownership Regulations and these Articles, any depositor in whose securities accounts shares of the Company stand in credit.

“prescribed security” has the same meaning as is assigned to that expression under the Central Depositories Act.

“Record of Depositors” means a record provided by the Central Depository to the Company pursuant to an application under chapter 24.0 of the Rules.

“Registered Office” means the registered office for the time being of the Company.

“Register of Members” means the register of members to be kept pursuant to the Act and includes, where appropriate, the record of depositors of shares of the Company.

EXISTING ARTICLES

“Rules” means the Rules of the Central Depository for the time being in force.

“Secretary” means any person or persons appointed to perform the duties of a secretary of the Company and (subject to the provisions of the Act) includes an Assistant or Deputy Secretary, and any person appointed by the Board to perform any of the duties of the Secretary.

“securities account” means an account established by the Central Depository for a depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the depositor.

“Special Share” means the one Special Rights Redeemable Preference Share of RM1.00 only.

“Special Shareholder” means the Minister of Finance, a body corporate established under the Minister of Finance (Incorporation) Act 1957, its successor or any Minister, representative or any other person acting on behalf of the Government of Malaysia in the holding of the Special Share.

“Stock Exchange” means the Kuala Lumpur Stock Exchange and shall include any other stock exchanges on which the Company’s shares may for the time being be listed.

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

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

Words importing the masculine gender only shall include the feminine.

Words importing persons shall include corporations and companies.

Unless the context otherwise requires, words and expressions defined in the Act shall have the same meaning when used herein.

3. The Company shall not enter into any merger, amalgamation or other arrangement which will have the effect of transferring the management or control of the Company to any foreigner or any foreign corporation or any company under foreign control.

6. (1) If at any time the share capital is divided into different classes of shares -

- (a) the repayment of preference capital other than redeemable preference capital; or
- (b) the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class)

may, subject to the Act, whether or not the Company is being wound up, be made or varied or abrogated as the case may be, only with the sanction of a special resolution passed at a

PROPOSED ARTICLES

“Rules” means the Rules of the Central Depository for the time being in force.

“Secretary” means any person or persons appointed to perform the duties of a secretary of the Company and (subject to the provisions of the Act) includes an Assistant ~~or Deputy, or Joint~~ Secretary, and any person appointed by the Board to perform any of the duties of the Secretary.

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

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

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

Words importing the masculine gender only shall include the feminine.

Words importing persons shall include corporations and companies.

Unless the context otherwise requires, words and expressions defined in the Act shall have the same meaning when used herein.

3. The Company shall not enter into any merger, amalgamation or other arrangement which will have the effect of transferring the management or control of the Company to any ~~foreigner or any foreign corporation or any company under foreign control~~ Foreigner.

6. (I) If at any time the share capital is divided into different classes of shares -

- (a) the repayment of preference capital other than redeemable preference capital; or
- (b) the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class)

may, subject to the Act, whether or not the Company is being wound up, be made or varied or abrogated as the case may be, only with the sanction of a special resolution passed at a separate

EXISTING ARTICLES

separate meeting of the holders of the shares of that class, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the shares of that class within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

(2) The provisions of these Articles relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that -

(a) a quorum is constituted by 2 persons who, between them, hold or represent by proxy or representative one-third of the issued shares of that class but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of that class present in person or by proxy shall be a quorum; and

(b) any holder of shares of that class, present in person or by proxy or representative, may demand a poll.

(3) 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 shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.

(4) The provisions of the Act on special resolutions shall with such adaptation as are necessary apply to special resolutions referred to in this Article 6.

8. (1) The Special Share may only be held by or transferred to the Special Shareholder.

(2) The Special Shareholder shall have the right from time to time to appoint any Entitled Persons to be Directors, (hereinafter referred to as "Appointed Directors"), so that there shall not be less than 2 nor more than 6 Appointed Directors at any time.

(3) Except as expressly provided for in these Articles, the Special Share does not confer any other rights to the Special Shareholder.

(4) The Special Shareholder shall be entitled to receive notice of and to attend and speak at all general meetings or any other meeting of any class of shareholders of the Company, but the Special Share shall carry no right to vote nor any other rights at any such meeting.

(5) The Special Shareholder may, subject to the Act, require the Company to redeem the Special Share at par at any time by serving written notice upon the Company and delivering the relevant share certificate. In a distribution of capital in a winding up of the Company, the Special Shareholder shall be entitled to repayment of the capital paid up on the Special Share in priority to any repayment of capital to any other member. The Special Share shall confer no other right to participate in the capital or profits of the Company.

(6) Notwithstanding any provisions in these Articles to the contrary, a proposal for each of the following matters shall only be put before a general meeting of the

PROPOSED ARTICLES

meeting of the holders of the shares of that class, PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the shares of that class within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

(2) The provisions of these Articles relating to general meetings apply so far as they are capable of application and mutatis mutandis to every such separate meeting except that-

(a) a quorum is constituted by 2 persons (present in person or by proxy or representative) who, between them, hold one-third of the issued shares of that class but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of that class (present in person or by proxy or representative) shall be a quorum; and

(b) any holder of shares of that class, present in person or by proxy or representative, may demand a poll.

(3) 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 shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.

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(6) Notwithstanding any provisions in these Articles to the contrary, a proposal for each of the following matters shall only be put before a general meeting of the

EXISTING ARTICLES

Company for approval if the consent in writing of the Special Shareholder has been obtained:-

- (a) the amendment, removal or alteration of the effect of all or any of the following Articles or where specified, parts of the following Articles:-

Article 2 - The definition of "corporation under foreign control", "Entitled Person", "foreigner", "foreign corporation", "Special Share" and "Special Shareholder";

Article 8;
Article 61; and
Article 98

- (b) A proposal for the voluntary winding up or dissolution of the Company.

- (c) The creation or issue of any shares ("Proposed New Shares") in the capital of the Company with voting rights attached thereto, being ordinary shares or shares with rights identical to those attaching to ordinary shares of the Company, having the rights to cast on a poll more than 10 percent of the total voting rights of all members having the right to vote at general meetings of the Company. For the purpose of this sub-article 8(6)(c) the "total voting rights" means the total voting rights arising from the aggregation of the Proposed New Shares and the existing issued shares carrying voting rights.

- (d) Any disposal by any company in the Group (which expression in this Article means the Company and its subsidiaries for the time being) which, alone or when aggregated with any other disposal or disposals forming part of, or connected with the same or a connected transaction, constitutes a disposal of the whole or a material part of the assets of the Group. A part of the Group's assets shall only be deemed to be material if:-

- (i) the aggregate book value of the asset disposed or the aggregate value of the total consideration to be received on its disposal is more than 20 percent of the book value of the Group's net tangible assets (excluding goodwill and other intangibles and after deducting loan capital, long term borrowings, minority interest and amounts set aside for future taxation) represented by such shareholders' fund of the Group;

Or

- (ii) the average profits attributable to it are more than 20 percent of the average profits of the

PROPOSED ARTICLES

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Article 2 - The definition of "~~corporation under foreign control~~", "Entitled Person", "~~foreigner~~", "~~Foreigner~~", "~~foreign corporation~~", "Special Share" and "Special Shareholder";

Article 8;
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- (b) A proposal for the voluntary winding up or dissolution of the Company.

- (c) The creation or issue of any shares ("Proposed New Shares") in the capital of the Company with voting rights attached thereto, being ordinary shares or shares with rights identical to those attaching to ordinary shares of the Company, having the rights to cast on a poll more than 10 percent of the total voting rights of all members having the right to vote at general meetings of the Company. For the purpose of this sub-article 8(6)(c) the "total voting rights" means the total voting rights arising from the aggregation of the Proposed New Shares and the existing issued shares carrying voting rights.

- (d) Any disposal by any company in the Group (which expression in this Article means the Company and its subsidiaries for the time being) which, alone or when aggregated with any other disposal or disposals forming part of, or connected with the same or a connected transaction, constitutes a disposal of the whole or a material part of the assets of the Group. A part of the Group's assets shall only be deemed to be material if:-

- (i) the aggregate book value of the asset disposed or the aggregate value of the total consideration to be received on its disposal is more than 20 percent of the book value of the Group's net tangible assets (excluding goodwill and other intangibles and after deducting loan capital, long term borrowings, minority interest and amounts set aside for future taxation) represented by such shareholders' fund of the Group;

Or

- (ii) the average profits attributable to it are more than 20 percent of the average profits of the Group. For

EXISTING ARTICLES

Group. For this purpose the expression "average profits" means the average of the profits before taxation excluding interest payable and similar charges and extraordinary items, for the last three financial years for which audited consolidated accounts of the Group have been published, calculated by reference to the profits or the average profits (as the case may be) for the financial year or years for which audited consolidated accounts of the Group have been prepared.

- (c) Any disposal which, under the provisions of the Act is subject to approval by the Company in general meeting.
- (f) Any acquisitions, or takeover by the Company, or any amalgamation or merger which under the provisions of the Act, require the approval of the Company in general meeting, or any change in the business carried on by the Company.

11. (1) Subject to the provisions of the Act and approval of the shareholders in general meeting, the shares shall be at the disposal of the Directors and they may allot, grant options or otherwise dispose of them to such persons at such times and on such terms and either at a premium or at par or at a discount and at such times as the Directors think fit.

(2) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.

(3) All new issue of securities for which listing is sought shall be made by way of crediting the securities accounts of the allottees held with the Central Depository save and except where the Company is specifically exempted from complying with Section 38 of the Central Depository Act.

PROPOSED ARTICLES

this purpose the expression "average profits" means the average of the profits before taxation excluding interest payable and similar charges and extraordinary items, for the last three financial years for which audited consolidated accounts of the Group have been published, calculated by reference to the profits or the average profits (as the case may be) for the financial year or years for which audited consolidated accounts of the Group have been prepared.

- (c) Any disposal which, under the provisions of the Act is subject to approval by the Company in general meeting.
- (f) Any acquisitions, or takeover by the Company, or any amalgamation or merger which under the provisions of the Act, require the approval of the Company in general meeting, or any change in the business carried on by the Company.

11. (1) ~~Subject to the provisions of the Act and approval of the shareholders in general meeting, the shares shall be at the disposal of the Directors and they may allot, grant options or otherwise dispose of them to such persons at such times and on such terms and either at a premium or at par or at a discount and at such times as the Directors think fit.~~ Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

(2) The rights attaching to shares of a class other than ordinary shares shall be set out in the Memorandum or these Articles or expressed in the resolution creating the same.

(3) All new issue of ~~securities for which listing is sought~~ shares (which are prescribed securities) shall be made by way of crediting the securities accounts of the allottees ~~held with the Central Depository~~ held save and except where the Company is specifically exempted from complying with Section 38 of the Central Depository Act. The Company shall notify the Central Depository of the names of the allottees together with all such particulars as may be required by the Central Depository to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees.

EXISTING ARTICLES

12. (1) The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting.

(2) No Director shall participate in an issue of shares to employees unless shareholders in general meeting have approved of the maximum allocation to be made to such Director and unless he holds office in an executive capacity.

(3) Non-executive Directors may participate in an issue of shares of the Company pursuant to a public issue or public offer.

13. (1) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets and attending general meetings of the Company.

(2) Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the principal undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six months but shall have no other voting rights.

15. The joint holders of a share shall be severally as well as jointly liable for payment of all instalments and calls in respect of such share, and any one of such persons may give effectual receipts for any return of capital payable in respect of such share.

20A. The Company shall have the power to purchase its own shares and/or provide financial assistance to any person for the purpose of purchasing shares of the Company in any manner authorised and subject to any conditions prescribed by the Act and by any other regulatory authority.

PROPOSED ARTICLES

12. (1) The Company shall not issue shares to transfer a controlling interest without prior approval of shareholders in general meeting.

(2) No Director shall participate in an issue of shares to employees unless shareholders in general meeting have approved of the ~~maximum~~ specific allotment to be made to such Director and unless he holds office in an executive capacity.

(3) Non-executive Directors may participate in an issue of shares of the Company pursuant to a public issue or public offer.

(4) Subject to the provisions of these Articles and notwithstanding Section 132D of the Companies Act 1965, the Company shall ensure that it shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding 12 months, exceeds ten (10) percent of the nominal value of the issued and paid up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.

13. (1) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and ~~balance sheets~~ audited accounts and attending general meetings of the Company.

(2) Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or ~~winding up~~ or sanctioning a sale of the ~~principal~~ disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six months or on a proposal to wind up the Company or during the winding up of the Company, but shall have no other voting rights.

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

(4) In a distribution of capital in a winding up of the Company, the preference shareholder shall be entitled to repayment of capital paid up in priority to any repayment of capital to any ordinary shareholder.

15. Deleted

20A. ~~The Company shall have the power to purchase its own shares and/or provide financial assistance to any person for the purpose of purchasing shares of the Company in any manner authorised and subject to any conditions prescribed by the Act and by any other regulatory authority.~~ Subject to the provisions of the Act, the rules and regulations made pursuant thereto and

EXISTING ARTICLES

22. Subject to the provisions of the Act, the Central Depositories Act and the Rules, share certificates shall be despatched within 10 market days after allotment or 15 market days after lodgement of transfer, specifying the shares allotted or transferred to a person and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all such holders.

23. Every member who is not a depositor shall be entitled to receive share certificates in reasonable denominations for his holding. If any such member shall require more than one certificate in respect of the share registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Stock Exchange plus any stamp duty levied by the Government from time to time.

PROPOSED ARTICLES

the requirements of the Stock Exchange and/or any other relevant authority, the Company may purchase its own shares and make payment in respect of such purchase in the manner permitted thereunder. Any shares in the Company so purchased by the Company shall be dealt with as provided by the Act, the rules and regulations made pursuant thereto and the requirements of the Stock Exchange and/or any other relevant authority.

22. (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities (which are prescribed securities) despatch notices of allotment to the allottees and make an application for the quotation of such securities within fifteen (15) market days or such other period as may be prescribed by the Stock Exchange. Subject to the provisions of the Act, share certificates (in respect of securities that are not prescribed securities) shall be despatched within ten(10) market days after allotment or fifteen(15) market days after lodgment of transfer, specifying the shares allotted or transferred to a person and the amount paid up thereon, provided that in the case of joint holders (in respect of securities that are not prescribed securities) the Company shall not be bound to issue more than one certificate to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all such holders.

(2) Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities (which are prescribed securities) despatch notices of allotment to the allottees and make an application for the quotation of such securities within the following prescribed periods, or such other period as may be prescribed by the Stock Exchange:

(a) in respect of a rights issue, within fifteen (15) market days of the final applications date for the rights issue,

(b) in respect of a bonus issue, within ten (10) market days of the books closing date for the bonus issue;

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

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

23. (1) Every member ~~who is not a depositor~~ shall be entitled to receive share certificates (in respect of shares that are not deposited securities) in reasonable denominations for his holding. If any such member shall require more than one certificate in respect of the share registered in his name, he shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Stock Exchange plus any stamp duty levied by the Government from time to time.

(2) The Central Depository or its nominee company shall be entitled to receive jumbo certificates in denominations requested by the Central Depository or its nominee company for shares that are deposited securities. If the Central Depository or its nominee company shall require more than one jumbo certificate in respect of the shares that are deposited securities, it shall pay such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law plus any stamp duty levied by the Government from time to time.

EXISTING ARTICLES

26. Where any shares are sold by the Directors under the powers in that behalf in these Articles and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Director may issue a new share certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

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

- (a) The Company shall not be bound to register more than 3 persons as the holders of any share except where such persons are the 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 payments which ought to be made in respect of such share.
- (c) On the death of any one of such joint holders, the survivor shall be the only person recognised by the Company as having any title to such share but the Directors may require such evidence of death as they deem fit.
- (d) Any one of such joint holders may give effectual receipts for any dividend payable to such joint holders.
- (e) Only the person whose name stands first in the Register of Members or Record of Depositors as one of the joint holders of any share shall be entitled to receive notices from the Company and any notice given to such persons shall be deemed notice to all the joint holders.
- (f) Only the person whose name stands first in the Register of Members as one of the joint holders of any shares shall be entitled to the delivery of the certificate relating to such share.

28. (1) The Directors may, from time to time, make such calls as they think fit upon the members in respect of moneys unpaid on any shares held by them (whether on account of the nominal amount of the shares or by way of premium) which, at the time of allotment thereof, were not made payable at fixed times.

(2) Each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors.

(3) A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

(4) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

31. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the

PROPOSED ARTICLES

26. Where any shares (which are not deposited securities) are sold by the Directors under the powers in that behalf in these Articles and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Director may issue a new share certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

27. Deleted

28. (1) The Directors may, from time to time, make such calls as they think fit upon the members in respect of moneys unpaid on any shares held by them (whether on account of the nominal amount of the shares or by way of premium) which, at the time of allotment thereof, were not made payable at fixed times.

(2) Each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors.

(3) A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

(4) Deleted

31. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the

EXISTING ARTICLES

person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate as the Directors determine, but the Directors may waive payment of that interest wholly or in part.

(2) On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the Register of Members or the Record of Depositors as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member sued in pursuance to these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

36. When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members or Record of Depositors, as the case maybe, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

42. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may 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 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.

44. (1) 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.

(2) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder either in the Register of Members or Record of Depositors for all money presently payable by him or his estate to the Company.

(3) The Directors may at any time exempt a share wholly or in part from the provisions of this article.

(4) The Company's lien (if any) on a share extends to all dividends payable in respect of the share and such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member.

45. (1) Subject to sub-article (2), the Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien.

PROPOSED ARTICLES

person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate as the Directors determine, but the Directors may waive payment of that interest wholly or in part.

(2) On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the Register of Members ~~or the Record of Depositors~~ as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member sued in pursuance to these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened and constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

36. When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members ~~or Record of Depositors~~, ~~as the case maybe~~, but no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

42. The ~~Company~~ Directors may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may (in the case of shares that are not deposited securities) 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 or~~ (in the case of shares that are deposited securities) authorise its registrar to cause the Central Depository to credit the securities account of the person to whom the share is sold or disposed of with the forfeited shares or otherwise in accordance with the directions of such persons as aforesaid. The purchaser 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.

44. Subject to the provisions of the Act, the Central Depositories Act and the Rules:

(1) 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.

(2) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder in the Register of Members ~~or Record of Depositors~~ for all money presently payable by him or his estate to the Company.

(3) The Directors may at any time exempt a share wholly or in part from the provisions of this article.

(4) The Company's lien (if any) on a share extends to all dividends payable in respect of the share and such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.

45. (1) Subject to sub-article (2), the Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien.

EXISTING ARTICLES

(2) A share on which the Company has a lien shall not be sold unless -

- (a) a sum in respect of which the lien exists is presently payable; and
- (b) the Company has, not less than 14 days before the date of the sale, given to the registered holder for the time being of the share either in the Register of Members or Record of Depositors or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out, and demanding payment of, such part of the amount in respect of which the lien exists as is presently payable.

46. (1) For the purpose of giving effect to a sale mentioned in Article 45, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares.

(2) The Company shall register the purchaser as the holder of the shares comprised in any such transfer and he is not bound to see to the application of the purchase money.

(3) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

48. Subject to these Articles, the Central Depositories Act and the Rules (with respect to the transfer of a deposited security), a member may transfer all or any of his shares by instrument in writing in the form approved from time to time by the Stock Exchange.

49. Subject to any written law, the instrument of transfer of any share shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members.

50. (1) Subject to Articles 8 and 61 and the Rules, there shall be no restriction on the transfer of fully paid shares except where required by law.

(2) The Directors may decline to register any transfer of shares or stock upon which the Company has a lien;

PROPOSED ARTICLES

(2) A share on which the Company has a lien shall not be sold unless -

- (a) a sum in respect of which the lien exists is presently payable; and
- (b) the Company has, not less than 14 days before the date of the sale, given to the registered holder for the time being of the share in the Register of Members or ~~Record of Depositors~~ or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out, and demanding payment of, such part of the amount in respect of which the lien exists as is presently payable.

46. (1) For the purpose of giving effect to a sale mentioned in Article 45 the Directors may (in the case of a share that is not a deposited security) authorise a person to transfer the shares sold to the purchaser of the shares or (in the case of a share that is a deposited security) authorise its registrar to cause the Central Depository to credit the securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser.

(2) The Company shall (in the case of a share that is not a deposited security) register the purchaser as the holder of the shares comprised in any such transfer ~~and he is~~. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in reference to the sale.

(3) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

48. (1) Subject to the provisions of the Act and these Articles, the Central Depositories Act and the Rules (with respect to the transfer of a deposited security), (with respect to the transfer of a security that is not a deposited security), a member may transfer all or any of his securities by instrument in writing in the form approved specified by the Act from time to time ~~by the Stock Exchange.~~

(2) The transfer of any listed security or class of listed security that is a deposited security shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to Section 107(C)(2) of the Act and any exemption that may be made from compliance with Section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed security.

49. Subject to any written law, the instrument of transfer of any security that is not a deposited security shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such security until the name of the transferee is entered in the Register of Members.

50. (1) Subject to Articles 8 and 61 and the provisions of the Central Depositories Act and the Rules, there shall be no restriction on the transfer of fully paid shares except where required by law.

(2) The Directors may decline to register any transfer of shares ~~or stock~~ that is not a deposited security upon

EXISTING ARTICLES

and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve.

(3) The Directors may refuse to register more than 3 persons as joint holders except the registration of executors or trustees of a deceased shareholder.

(4) If in the exercise of its rights under this Article, the Directors refuse to register a transfer, they shall despatch to the lodging broker and the transferee written notice of the refusal and the precise reasons thereof within 10 market days after the date of which the transfer was lodged with the Company.

51. (1) For the purpose of registration every instrument of transfer shall be left at the office of the Company's registrar together with the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

(2) All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

(3) Before registering any transfer tendered for registration, the Directors may, if they think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the Registered Office of the Company within 10 days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer.

52. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

And in every such case, the person registered as transferee 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.

PROPOSED ARTICLES

which the Company has a lien; and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve.

(3) Deleted

(3A) The Central Depository may, in its absolute discretion, refuse to effect any transfer of a share that is a deposited security which does not comply with the Central Depositories Act and the Rules.

(4) If in the exercise of its rights under this Article, the Directors refuse to register a transfer of a share that is not a deposited security, they shall despatch to the lodging broker (if any) and the transferee written notice of the refusal and the precise reasons thereof within 10 market days after the date of which the transfer was lodged with the Company.

51. (1) For the purpose of registration of a transfer of shares that are not deposited securities, every instrument of transfer shall be left at the office of the Company's registrar together with the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

(2) All instruments of transfer in respect of shares that are not deposited securities which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

(3) Before registering any transfer tendered for registration in respect of shares that are not deposited securities, the Directors may, if they think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the Registered Office of the Company within 10 days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer.

52. (1) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares (that are not deposited securities) apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

And in every such case, the person registered as transferee 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.

(2) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares registered by the Central Depository.

EXISTING ARTICLES

53. No transfer shall be made to a minor or a person of unsound mind or who is insolvent or to a firm or partnership.

55. Any fee charged on the transfer of a share (excluding stamp duty) shall be a sum of money paid in advance as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Stock Exchange.

56. The transfer books and Register of Members and debenture holders may on due notice being given as required by the Act and the Stock Exchange be closed during such time or times as the Directors think fit, not exceeding in the whole thirty days in each year. At least three (3) market days prior notice (or such other notice period as may be prescribed by the Rules) shall be given to the Central Depository to prepare the Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice (or such other notice period as may be prescribed by the Rules) shall be given to the Central Depository.

57. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal 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.

58. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof. Where the share is a deposited security, the person becoming so entitled may elect either to register himself or some person nominated by him as depositor or withdraw the share and register himself or the person so nominated by him as the registered holder of the share in the Register of Members or transfer the deposited security subject to the Rules. The Directors shall, in any case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy.

59. (1) If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects

PROPOSED ARTICLES

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 in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner.

53. No transfer of shares that are not deposited securities shall be made to a minor or a person of unsound mind or who is insolvent or to a firm or partnership.

55. Any fee charged on the transfer of a share that is not a deposited security (excluding stamp duty) shall be a sum of money paid in advance as the Directors may from time to time determine and which the Company may be permitted to charge by law and by the Stock Exchange.

56. The transfer books and Register of Members and register of debenture holders (in respect of non-deposited securities) may on due notice being given as required by the Act and the Stock Exchange be closed during such time or times as the Directors think fit, not exceeding in the whole thirty days in each year. At least three (2) market days prior notice (or such other notice period as may be prescribed by the Rules) shall be given to the Central Depository to prepare the Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice (or such other notice period as may be prescribed by the Rules) shall be given to the Central Depository. The Company may require the Central Depository to suspend the trading of shares that are deposited securities at such times and for such periods as the Directors may from time to time determine.

57. Subject to the provisions of the Act, the Central Depositories Act and the Rules, in case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal 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.

58. Any person becoming entitled to a security (that is not a deposited security) in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the security or to have some person nominated by him registered as the transferee thereof. Where the security is a deposited security, the person becoming so entitled may elect either to register himself or some person nominated by him as depositor or withdraw the share and register himself or the person so nominated by him as the registered holder of the share in the Register of Members or transfer the deposited security subject to the provisions of the Act, the Central Depositories Act and the Rules. The Directors shall, in any case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share security (that is not a deposited security) by that member before his death or bankruptcy.

59. (1) If the person so becoming entitled elects to be registered himself, (in respect of securities that are not deposited securities) he shall deliver or send to the Company a

EXISTING ARTICLES

provided that where the share is a deposited security and the person so becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Central Depository.

(2) If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share.

(3) All the limitations, restrictions, and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

60. (1) Subject to the Central Depositories Act and the Rules, where the registered holder or depositor of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting, or otherwise), as the registered holder or depositor would have been entitled to if he had not died or become bankrupt.

(2) Subject to the Central Depositories Act and the Rules, where two or more persons are jointly entitled to any share in consequence of the death of the registered holder or depositor they shall, for the purposes of these Articles, be deemed to be joint holders or depositors of the share.

61. (1) In this Article:-

“person” includes an individual, body of persons (corporate or

PROPOSED ARTICLES

notice in writing signed by him stating that he so elects ~~provided that where the share is a deposited security and the person so becoming entitled elects to have the share transferred to him, and~~ (in relation to securities that are deposited securities) the aforesaid notice must be served by him on the Central Depository.

(2) If he elects to have another person registered he shall testify his election by executing to that person a transfer of the ~~share~~ securities.

(3) All the limitations, restrictions, and provisions of these Articles relating to the right to transfer and the registration of transfer of ~~shares~~ securities shall be applicable to any such notice or transfer as aforesaid if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

60. (1) Subject to the provisions of the Act, the Central Depositories Act and the Rules, where the ~~registered holder or depositor~~ of any share securities dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting, or otherwise), as the registered holder or depositor would have been entitled to if he had not died or become bankrupt.

(2) Subject to the provisions of the Act, the Central Depositories Act and the Rules, where two or more persons are jointly entitled to any share securities in consequence of the death of the holder they shall, for the purposes of these Articles, be deemed to be joint holders ~~or depositors of the share of the securities~~.

New Article 60A

60A. Transmission of securities from Foreign Register

(1) Where:-

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

(b) the Company is exempted from compliance with section 14 of the Central Depositories Act under the Rules in respect of such securities,

the Company shall, upon request of a holder, permit a transmission of securities held by such holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as “the Foreign Register”) to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as “the Malaysian Register”) provided that there shall be no change in the ownership of such securities.

(2) For the avoidance of doubt, no company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

61. (1) In this Article:-

“person” includes an individual, body of persons (corporate or

EXISTING ARTICLES

unincorporate), government, and statutory body but does not include –

- (i) the Government of Malaysia or any one acting on its behalf;
- (ii) a trustee (acting in that capacity) of any employees' shares scheme of the Company; and
- (iii) the Central Depository.

“Associate” in relation to any person (below referred to in this definition as the “first named person”), means:-

(a) a body corporate (whether registered in Malaysia or elsewhere) of which one half or more of the voting power exercisable at any general meeting of the body corporate may be exercised or controlled, or of which one half or more of the directors are appointed (or can be appointed), in either case by the first named person (alone or with any Associates of the first named person);

or

(b) any person who has (whether or not in a manner which is legally binding) agreed or committed himself or become obliged or arranged to exercise or refrain from exercising any rights attaching to any share, or any power to dispose of or retain any share or any interest therein, in accordance with the suggestions, instructions or directions of the first named person (or of any other Associate of the first named person).

Provided that where a person has been appointed to act as the proxy for the first named person to vote at a meeting of the Company neither such proxy for the first named person shall be the Associate of the other by reason solely of such appointment; or

- (c) in the case where the first named person is a government or government department or agency or body, such government or any other department agency or body of such government or any body corporate which is an Associate of any of the same by virtue of (a) above; or
- (d) in the case where the first named person is a trustee of any trust, any or all of the other trustees, any or all settlors of such trust and any or all beneficiaries (including contingent beneficiaries) under such trust; or
- (e) in the case where the first named person is a body corporate, any director of such body corporate and vice versa.

and any Associate of the first named person shall (unless the Directors otherwise determine) be deemed also to be an Associate of all other Associates of the first named person.

“control” means to be in the position of such a person as is the first named person in paragraph (b) of “Associate” above.

- (2) A person shall not be entitled either legally and/or beneficially and/or as trustee to -

PROPOSED ARTICLES

unincorporate), government, and statutory body but does not include –

- (i) the Government of Malaysia or any one acting on its behalf;
- (ii) a trustee (acting in that capacity) of any employees' shares scheme of the Company; and
- (iii) the Central Depository.

“Associate” in relation to any person (below referred to in this definition as the “first named person”), means:-

(a) a body corporate (whether registered in Malaysia or elsewhere) of which one half or more of the voting power exercisable at any general meeting of the body corporate may be exercised or controlled, or of which one half or more of the directors are appointed (or can be appointed), in either case by the first named person (alone or with any Associates of the first named person);

or

(b) any person who has (whether or not in a manner which is legally binding) agreed or committed himself or become obliged or arranged to exercise or refrain from exercising any rights attaching to any share, or any power to dispose of or retain any share or any interest therein, in accordance with the suggestions, instructions or directions of the first named person (or of any other Associate of the first named person).

Provided that where a person has been appointed to act as the proxy for the first named person to vote at a meeting of the Company neither such proxy for the first named person shall be the Associate of the other by reason solely of such appointment; or

- (c) in the case where the first named person is a government or government department or agency or body, such government or any other department agency or body of such government or any body corporate which is an Associate of any of the same by virtue of (a) above; or
- (d) in the case where the first named person is a trustee of any trust, any or all of the other trustees, any or all settlors of such trust and any or all beneficiaries (including contingent beneficiaries) under such trust; or
- (e) in the case where the first named person is a body corporate, any director of such body corporate and vice versa.

and any Associate of the first named person shall (unless the Directors otherwise determine) be deemed also to be an Associate of all other Associates of the first named person.

“control” means to be in the position of such a person as is the first named person in paragraph (bb) of “Associate” above.

- (2) A person shall not be entitled either legally and/or beneficially and/or as trustee to -

EXISTING ARTICLES

- (a) hold shares representing more than 5% of all the shares then in issue alone or with his Associates; or
 - (b) hold shares representing more than 5% of the total voting rights of all members having the right to vote at general meetings of the Company or otherwise having the right to control more than 5% of that total voting rights, alone or with his Associate.
- (3) Without prejudice to sub-article (2):
- (a) the total number of shares that may be held by foreigners at any particular time shall not exceed 30 per cent of all the shares of the Company then in issue;
 - (b) the total number of voting rights that may be exercised by foreigners at any particular time shall not exceed 30 per cent of the total voting rights of all members having the right to vote at general meetings of the Company.

For the purpose of this sub-article the word "foreigners" shall include foreign corporations and companies under foreign control as defined under Article 2. For the purpose of calculating the number of shares held by foreigners the number of shares which may fall to be issued upon the conversion of any bonds or other securities issued by the Company or the exercise of subscription rights in any case at the then current conversion, subscription or exercise price shall be treated as shares held by foreigners if such bonds, securities or subscription rights have been so designated for the purpose of this sub-article by the Board notwithstanding that any of them may at any time not be so held.

- (4) If it appears to them that in relation to any person the limitations set out in (2) and (3) above may be exceeded the Directors shall be entitled to refuse to register any shares in the name of that person (other than as an allottee under an issue of share by way of capitalisation of profits or reserves made pursuant to these Articles) unless there shall first have been given to them a declaration (in such form as the Directors shall from time to time prescribe) stating the total number of shares held by that person and his Associates (and the names of such Associates) and the total voting rights exercisable by him and his Associates (and the names of such Associates) on a poll at general meetings of the Company and the Directors are satisfied as to the contents thereof.

PROPOSED ARTICLES

- (a) hold shares representing more than 5% of all the shares then in issue alone or with his Associates; or
 - (b) hold shares representing more than 5% of the total voting rights of all members having the right to vote at general meetings of the Company or otherwise having the right to control more than 5% of that total voting rights, alone or with his Associate.
- ~~(3) Without prejudice to sub-article (2):~~
- ~~(a) the total number of shares that may be held by foreigners at any particular time shall not exceed 30 per cent of all the shares of the Company then in issue;~~
 - ~~(b) the total number of voting rights that may be exercised by foreigners at any particular time shall not exceed 30 per cent of the total voting rights of all members having the right to vote at general meetings of the Company.~~

~~For the purpose of this sub-article the word "foreigners" shall include foreign corporations and companies under foreign control as defined under Article 2. For the purpose of calculating the number of shares held by foreigners the number of shares which may fall to be issued upon the conversion of any bonds or other securities issued by the Company or the exercise of subscription rights in any case at the then current conversion, subscription or exercise price shall be treated as shares held by foreigners if such bonds, securities or subscription rights have been so designated for the purpose of this sub-article by the Board notwithstanding that any of them may at any time not be so held.~~

- ~~(3)~~ (a+) In respect of shares not being deposited securities, the Directors may, in their sole discretion and without assigning any reason therefor, refuse to register any transfer of ordinary shares (whether partly paid-up and whether or not the Company claims a lien on the same) and it shall refuse to register the transfer if such transfer when registered would in their opinion raise the proportion of the issued ordinary share capital which is either
- (i) in the beneficial ownership or control of Foreigners beyond the Foreign Prescribed Limit; or
 - (ii) in the beneficial ownership or control of any person beyond the Individual Prescribed Limit.
- (b2) Where a Foreigner acquires shares of the Company (that are deposited securities) and such acquisition raises the beneficial ownership of the Company by Foreigners beyond the Foreign Prescribed Limit or any person beyond the Individual Prescribed Limit, the rights and obligations attaching to such shares acquired by Foreigners (to the extent that they exceed the Foreign Prescribed Limit) or by such persons (to the extent that they exceed the Individual Prescribed Limit) shall be determined by the Directors from time to time. Notwithstanding anything to the contrary, Foreigners holding shares of

EXISTING ARTICLES

(5) Subject to the provisions of this Article, the Directors shall, unless they have reason to believe otherwise, be entitled to assume without enquiry that no person holds shares or is capable of exercising or controlling the exercise of voting rights of all members having the right to vote on a poll at general meetings of the Company more than the prescribed limit. Nevertheless, the Directors may at any time give notice in writing to any person requiring him to make a declaration (in such form as the Directors shall prescribe) within such period as may be specified in the notice as to the total number of shares held by him and his Associates (and the names of such Associates) and/or as to the said votes which he can control the exercise and/or as to whether he is an Associate of any other person or persons [and the names of any such Associate(s) or persons(s)] and from the date of service of such notice until the Directors declare themselves satisfied with the contents of a declaration received by them from such person any shares held by any such person shall not confer any right to receive notice of or to attend or vote at general meetings of the Company.

(6) If within 21 days after the giving of such notice as is referred to in (5) above (or such shorter or longer period as in all the circumstances the Directors shall consider reasonable and shall specify in the notice) the Directors are not satisfied

PROPOSED ARTICLES

the Company exceeding the Foreign Prescribed Limit shall not be entitled to exercise in any manner whatsoever any voting rights in respect of the shares to the extent that such shares exceed the Foreign Prescribed Limit.

(c3) In the event that a person entitled to a share (that is a deposited security) by transmission or a nominee of such person is a Foreigner, neither such person nor his nominee shall be entitled to exercise in any manner whatsoever any voting rights in respect of the said shareholdings in any general meeting of the Company to the extent that such shareholdings raises the beneficial ownership of the Company by Foreigners beyond the Foreign Prescribed Limit.

(d4) If it appears to the Directors that in relation to any shares not being deposited securities ~~person~~ that the limitations whether in respect of the Foreign Prescribed Limit or the Individual Prescribed Limit set out in (2) and (3) above may be exceeded the Directors shall be entitled to refuse to register any shares in the name of that person (other than as an allottee under an issue of share by way of capitalisation of profits or reserves made pursuant to these Articles) unless there shall first have been given to them a declaration (in such form as the Directors shall from time to time prescribe) stating the total number of shares held by that person and his Associates (and the names of such Associates) and the total voting rights exercisable by him and his Associates (and the names of such Associates) on a poll at general meetings of the Company and the Directors are satisfied as to the contents thereof.

(45) In relation to any shares not being deposited securities, Subject to the provisions of this Article, the Directors shall, unless they have reason to believe otherwise, be entitled to assume without enquiry that no person holds shares or is capable of exercising or controlling the exercise of voting rights of all members having the right to vote on a poll at general meetings of the Company more than either the Foreign Prescribed Limit or the Individual Prescribed Limit. Nevertheless, the Directors may at any time give notice in writing to any person requiring him to make a declaration (in such form as the Directors shall prescribe) within such period as may be specified in the notice as to the total number of shares held by him and his Associates (and the names of such Associates) and/or as to the said votes which he can control the exercise and/or as to whether he is an Associate of any other person or persons [and the names of any such Associate(s) or persons(s)] and from the date of service of such notice until the Directors declare themselves satisfied with the contents of a declaration received by them from such person any shares held by any such person shall not confer any right to receive notice of or to attend or vote at general meetings of the Company.

(56) In relation to such shares not being deposited securities, if within 21 days after the giving of such notice as is referred to in (4) above (or such shorter or longer period as in all the circumstances the Directors shall consider reasonable and

EXISTING ARTICLES

that the person referred to in such notice given pursuant to (5) above neither holds shares nor is capable of exercising or controlling the exercise of voting rights of all members having the right to vote on a poll at general meetings of the Company exceeding the prescribed limit, the Directors may give a further notice in writing to such person specifying the other person(s) believed by them to be Associates of such person and requiring him and all or any of his Associates (as the Directors may determine) to transfer such number of shares ("Excess Shares") to other persons who are not his Associates as will result in the Directors being satisfied that the number of his shares held by him and his Associates does not exceed the prescribed limit nor is he capable of exercising or controlling the exercise of the total voting rights of all members having the right to vote at general meetings of the company exceeding the prescribed limit.

If within 21 days after the giving of such further notice (or such extended time as in all the circumstances the Directors shall consider reasonable) such notice is not complied with to the satisfaction of the Directors, the Directors may arrange for the Company to sell the Excess Shares at the best price reasonably obtainable. For this purpose the Directors may authorise in writing any officer or employee of the Company to execute on behalf of the person in question a transfer or transfers of the Excess Shares to the purchaser or purchasers and may if the shares are not deposited securities issue a new certificate to the purchaser or purchasers.

The net proceeds of the sale of such Excess Shares shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid over by the Company to the former holder or holders upon surrender by him or them of the certificates for the Excess Shares or upon registration of the purchasers as the depositors, if the shares are deposited securities, but such proceeds shall in no circumstances carry interest against the Company.

(7) The Directors shall not be required to give any reasons for any decision or declaration taken or made in accordance with this Article.

For the purpose of this Article, "prescribed limit" means the percentage limits prescribed under sub-articles (2) or (3), as the case may be.

74. (1) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 14 days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business accompanied by a statement regarding the effect of any proposed resolutions in respect of any such special business shall be given to such persons as are entitled to receive these notices from the Company, as provided for in these Articles, and by advertisement in the daily press and in writing to each Stock Exchange upon which the Company is listed. The Company shall, not less than three (3) market days prior to the date of notice of general meeting, request the Central Depository to prepare the Record of Depositors to whom notice of General Meeting shall be given and shall make another request at least three (3) market days prior to the date of the general meeting for an updated Record of Depositors. The Record of Depositors prepared for the general meeting shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meeting.

PROPOSED ARTICLES

shall specify in the notice) the Directors are not satisfied that the person referred to in such notice given pursuant to (4) above neither holds shares nor is capable of exercising or controlling the exercise of voting rights of all members having the right to vote on a poll at general meetings of the Company exceeding either the Foreign Prescribed Limit or the Individual Prescribed Limit, the Directors may give a further notice in writing to such person specifying the other person(s) believed by them to be Associates of such person and requiring him and all or any of his Associates (as the Directors may determine) to transfer such number of shares ("Excess Shares") to other persons who are not his Associates as will result in the Directors being satisfied that the number of his shares held by him and his Associates does not exceed either the Foreign Prescribed Limit or the Individual Prescribed Limit nor is he capable of exercising or controlling the exercise of the total voting rights of all members having the right to vote at general meetings of the company exceeding either of the Prescribed Limits.

If within 21 days after the giving of such further notice (or such extended time as in all the circumstances the Directors shall consider reasonable) such notice is not complied with to the satisfaction of the Directors, the Directors may arrange for the Company to sell the Excess Shares at the best price reasonably obtainable. For this purpose the Directors may authorise in writing any officer or employee of the Company to execute on behalf of the person in question a transfer or transfers of the Excess Shares to the purchaser or purchasers and may if the shares are not deposited securities issue a new certificate to the purchaser or purchasers.

The net proceeds of the sale of such Excess Shares shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid over by the Company to the former holder or holders upon surrender by him or them of the certificates for the Excess Shares or upon registration of the purchasers as the depositors, if the shares are deposited securities, but such proceeds shall in no circumstances carry interest against the Company.

~~(7)~~ The Directors shall not be required to give any reasons for any decision or declaration taken or made in accordance with this Article.

~~For the purpose of this Article, "prescribed limit" means the percentage limits prescribed under sub-articles (2) or (3), as the case may be.~~

74. (1) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 14 days notice at the least, or 21 days notice at the least where any special resolution is to be approved or where it is an annual general meeting (exclusive of the day on which the notice is served or deemed to be served, and the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business accompanied by a statement regarding the effect of any proposed resolutions in respect of any such special business shall be given to such persons as are entitled to receive these notices from the Company, as provided for in these Articles and the provisions of the Central Depositories Act and the Rules, and by advertisement in the daily press and in writing to each Stock Exchange upon which the Company is listed. ~~The Company shall, not less than three (3) market days prior to the date of notice of general meeting, request the Central Depository to prepare the Record of Depositors to whom notice of General Meeting shall be given and shall make another request at least three (3) market days prior to the date of the general meeting for an updated Record of Depositors. The Record of Depositors prepared for the general meeting shall be the final record of all depositors who shall be~~

EXISTING ARTICLES

(2) Every notice calling an annual or extraordinary general meeting shall be served in the manner as provided for in these Articles.

86. (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares:-

- (a) at meetings of members or classes of members each member entitled to vote may vote in person, or by proxy or representative;
- (b) on a show of hands every person present who is a member, a proxy or a representative of a member has one vote, and on a poll every person present in person or by proxy or representative has one vote for each share he holds; and
- (c) on a show of hands, any member who is a proxy for another member, and any person who is a proxy for more than one member shall have only one vote.

(2) Any proxy or representative appointed to vote and attend instead of a member shall have the same right as the member to speak at the meeting.

(3) A proxy may, but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Section 149 (1) (b) of the Act shall not apply to the Company.

PROPOSED ARTICLES

~~deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meeting.~~

(2) Every notice calling an annual or extraordinary general meeting shall be served in the manner as provided for in these Articles.

(3) Entitlement to receive notices of a general meeting and to vote thereat shall be based on the Record of Depositor as at the dates specified by the Company in accordance with the provisions of the Central Depositories Act and the Rules.

(a) The Company shall request the Central Depository in accordance with the Rules to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

(b) The Company shall, not less than three (3) market days prior to the date of notice of general meeting, request the Central Depository in accordance with the Rules to prepare the Record of Depositors to whom notice of General Meeting shall be given and shall make a request at least three (3) market days prior to the date of the general meeting for an updated Record of Depositors (hereinafter referred to as the "General Meeting Record of Depositors").

(c) Subject to applicable laws and regulations including the Foreign Ownership Regulations, the General Meeting Record of Depositors prepared for the general meeting shall be the final record of members who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present, to speak and vote at such meeting.

86. (1) Subject to the provisions of these Articles and any rights or restrictions for the time being attached to any class or classes of shares:-

- (a) at meetings of members or classes of members each member entitled to vote may vote in person, or by proxy or representative;
- (b) on a show of hands every person present who is a member, a proxy or a representative of a member has one vote, and on a poll every person present in person or by proxy or representative has one vote for each share he holds; and
- (c) on a show of hands, any member who is a proxy for another member, and any person who is a proxy for more than one member shall have only one vote.

(2) Any proxy or representative appointed to vote and attend instead of a member shall have the same right as the member to speak at the meeting.

(3) A proxy may, but need not be a member of the Company. A member may appoint any person to be his proxy and the provisions of Section 149 (1) (b) of the Act shall not apply to the Company.

EXISTING ARTICLES

87. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or Record of Depositors.

89. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

99. (1) The remuneration of the Directors shall be such fixed sum as may be determined by the Company in general meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such fees.

(2) Fees payable to non-executive Directors shall be by a fixed sum and not by a commission on, or a percentage of, profits or turnover.

(3) Remuneration payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

(4) The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in connection with the Company's business.

101. Subject as otherwise provided for in these Articles and to the terms of any subsisting agreement, the office of a Director shall be vacated if he:-

- (a) ceases to be a Director by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director by reason of any order made under the Act;
- (d) 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 the mental disorder;
- (e) resigns his office by notice in writing to the Company;

PROPOSED ARTICLES

87. Deleted.

New Article 87A

A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting PROVIDED THAT where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

89. (1) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

(2) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

99. (1) The ~~remuneration of fees payable to the~~ Directors shall be such fixed sum as may be determined by the Company in general meeting. Any Director holding office for a part of a year shall be entitled to a proportionate part of such fees.

(2) Fees payable to non-executive Directors shall be by a fixed sum and not by a commission on, or a percentage of, profits or turnover.

(3) ~~Remuneration~~ The fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

(4) The Directors shall be paid by the Company such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Company or of Directors or of committees of Directors or which they may otherwise incur in connection with the Company's business.

101. Subject as otherwise provided for in these Articles and to the terms of any subsisting agreement, the office of a Director shall be vacated if he:-

- (a) ceases to be a Director by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director by reason of any order made under the Act;
- (d) 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 the mental disorder;
- (e) resigns his office by notice in writing to the Company;

EXISTING ARTICLES

- (f) for more than 6 months is absent without permission of the Directors from meetings of the Directors held during that period;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act.

102. (1) No Director or intending Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than that of auditor) or under any company in which the Company shall be a shareholder or otherwise has an interest in or from contracting with the Company or any company in which the Company is a shareholder or in which the Company otherwise has an interest either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company or any other company as aforesaid 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 realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of his interest shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Directors after he becomes so interested.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested directly or indirectly and if he shall do so his vote shall not be counted but this prohibition shall not apply to any arrangement for giving any Director security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company.

(3) For the purposes of sub-article (1), a general notice given to the Directors at a meeting of Directors by any Director to that effect that he is a member or officer of any specified corporation, company or firm and is to be regarded as interested in any contract which may thereafter be made with that corporation, company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made if it specifies the nature and extent of the interest in the specified corporation, company or firm and his interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made.

103 Except in the case of a Chairman for the time being having executive power and a managing director, at the first annual general meeting of the Company, the whole of the Directors shall retire from office and at every succeeding annual general meeting, one-third of the Directors, or, if their number is not a multiple of three, the number nearest to, but not exceeding one-third shall retire from office.

PROPOSED ARTICLES

- (f) ~~for more than 6 months is absent without permission of the Directors from meetings of the Directors held during that period~~ is absent from more than fifty percent (50%) of the total meetings of the Directors held during a financial year, unless an exemption or waiver is obtained from the Stock Exchange;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act.

102. (1) No Director or intending Director shall be disqualified by reason of his office from holding any other office or place of profit under the Company (other than that of auditor) or under any company in which the Company shall be a shareholder or otherwise has an interest in or from contracting with the Company or any company in which the Company is a shareholder or in which the Company otherwise has an interest either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company or any other company as aforesaid 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 realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of his interest shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Directors after he becomes so interested.

(2) A Director shall not vote in respect of any contract, proposed contract or arrangement in which he is interested directly or indirectly and if he shall do so his vote shall not be counted but this prohibition shall not apply to any arrangement for giving any Director security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company.

(3) For the purposes of sub-article (1), a general notice given to the Directors at a meeting of Directors by any Director to that effect that he is a member or officer of any specified corporation, company or firm and is to be regarded as interested in any contract which may thereafter be made with that corporation, company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made if it specifies the nature and extent of the interest in the specified corporation, company or firm and his interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made.

103. Except in the case of Article 110, all directors shall retire from office once at least every three (3) years, but shall be eligible for re-election. An election of directors shall take place each year a Chairman for the time being having executive power and a managing director, at the first annual general meeting of the Company, the whole of the Directors shall retire from office and at every succeeding annual general meeting, one-third of the Directors, or, if their number is not a multiple of three, the number nearest to, but not exceeding one-third shall retire from office.

EXISTING ARTICLES

106. (1) No person, not being a retiring Director shall be eligible for election to the office of director at any general meeting, unless such number of members as is specified in sub-article (2) intending to propose him, has, at least 11 clear days before the meeting left at the Registered Office a notice in writing duly signed by the nominee giving his consent to the nomination and, signifying his candidature for the office, or the intention of such member to propose him, provided that in the case of a person recommended by the Directors for election, 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 and the depositors at least 7 days prior to the meeting at which the election is to take place.

(2) The number of members necessary for a nomination under sub-article (1) shall be -

(a) any number of members representing not less than one-twentieth of the total voting rights of all the members having at the date of the general meeting a right to vote at that meeting; or

(b) not less than one hundred members holding shares in the Company on which there has been paid up an average sum, per member, of not less than five hundred ringgit.

(3) The cost of serving the notice as required in sub-article (1) on the registered holders of shares and the depositors where the nomination is made by members shall be borne by the members making the nomination.

107. The Company may from time to time in general meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid; but this Article shall not be construed as authorising the removal of a Director otherwise than by ordinary resolution.

108. The Company may by ordinary resolution 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; but any person so appointed shall retain his office only until the next following annual general meeting of the Company, at the close of which he shall retire; but at which he shall be eligible for re-election.

110. An executive director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation or retirement of Directors but he shall (subject to the provisions of the contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors and executives of the Company and if he ceases to hold the office of Director for any cause he shall ipso facto and immediately cease to be an executive director.

111. The Directors may from time to time entrust to and confer upon the executive director(s) for the time being such of

PROPOSED ARTICLES

106. (1) No person, not being a retiring director, shall be eligible for election to the office of director at any general meeting unless ~~such number of members as is specified in sub-article (2)~~ a member intending to propose him for election has at least eleven (11) clear days before the meeting, left at the Registered Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, 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.

(2) Deleted

(3) The cost of serving the notice as required in sub-article (1) on the registered holders of shares and the depositors where the nomination is made by members shall be borne by the members making the nomination.

107. The Company may from time to time in general meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid; but this Article shall not be construed as authorising the removal of a Director otherwise than ~~by ordinary resolution in accordance with Article 108 and the Act.~~

108. Subject to the Act, the Company may by ordinary resolution 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; but any person so appointed shall retain his office only until the next following annual general meeting of the Company, at the close of which he shall retire; but at which he shall be eligible for re-election.

110. An executive director who has entered into a service contract with the Company in respect of his appointment, prior to 1 June 2001, shall not while he continues to hold that office throughout the duration specified therein, be subject to retirement by rotation ~~and he shall not be taken into account in determining the rotation or retirement of Directors but he shall~~ if the same shall constitute a breach by the Company of the terms of the said contract, but he shall be equally subject to retirement after the expiry of the relevant service contract and (subject to the provisions of the ~~said contract between him and the Company~~) shall be subject to the same provisions as to resignation and removal as the other Directors and executives of the Company and if he ceases to hold the office of Director for any cause he shall ipso facto and immediately cease to be an executive director.

111. The executive director shall be subject to the control of the Board of Directors. The Directors may from time to time

EXISTING ARTICLES

the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

113. (1) The Directors may meet together for the despatch of business adjourn and otherwise regulate their meeting as they think fit, and, unless otherwise determined by the Directors, the quorum necessary for the transaction of business shall be 5 Directors, at least 2 of whom shall be Appointed Directors. At any adjourned meeting, the quorum shall be any 3 Directors, at least 2 of whom shall be Appointed Directors. A Director interested in a contract or arrangement shall be counted for the purposes of determining a quorum notwithstanding his interest.

(2) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman (unless he is not the Chairman of the Board of Directors) shall have a second or casting vote PROVIDED THAT no Chairman shall have a casting vote at a meeting at which only 2 Directors are competent to vote on the question at issue.

115. A resolution in writing signed by all the Directors or their Alternates who may at the time be present in Malaysia at least one of whom shall be an Appointed Director, shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors. A resolution in writing of the Directors shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Board has decided shall not be authorised or done, until confirmed by a meeting of the Board.

116. (1) The Special Shareholder shall appoint the Chairman of the Board of Directors and such Chairman may be given such executive powers as shall be determined by the Board. The Chairman shall not whilst he continues to have such executive powers be subject to retirement by rotation and he shall not be taken into account in determining the rotation or retirement of Directors.

(2) The Directors may elect a Deputy Chairman from their number and the Directors may determine the period for which such officer shall hold the office of Deputy Chairman.

(3) The Chairman or in the absence of the

PROPOSED ARTICLES

entrust to and confer upon the executive director(s) for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

113. (1) The Directors may meet together for the despatch of business adjourn and otherwise regulate their meeting as they think fit, and, unless otherwise determined by the Directors, the quorum necessary for the transaction of business shall be 5 Directors, at least 2 of whom shall be Appointed Directors. At any adjourned meeting, the quorum shall be any 3 Directors, at least 2 of whom shall be Appointed Directors. A Director interested in a contract or arrangement shall be counted for the purposes of determining a quorum notwithstanding his interest.

(2) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman (unless he is not the Chairman of the Board of Directors) shall have a second or casting vote PROVIDED THAT no Chairman shall have a casting vote at a meeting at which only 2 Directors are competent to vote on the question at issue.

(3) All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone, video conference or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

115. A resolution in writing signed by all the Directors or their Alternates who may at the time be present in Malaysia at least one of whom shall be an Appointed Director, taking the form of one or more documents in writing or by telex, telegram, cable or other written electronic communication shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors. A resolution in writing of the Directors shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Board has decided shall not be authorised or done, until confirmed by a meeting of the Board.

116. (1) The Special Shareholder shall appoint the Chairman of the Board of Directors and such Chairman may be given such executive powers as shall be determined by the Board. ~~The Chairman shall not whilst he continues to have such executive powers be subject to retirement by rotation and he shall not be taken into account in determining the rotation or retirement of Directors.~~

(2) The Directors may elect a Deputy Chairman from their number and the Directors may determine the period for which such officer shall hold the office of Deputy Chairman.

(3) The Chairman or in the absence of the

EXISTING ARTICLES

Chairman, the Deputy Chairman (if any) shall preside at the meeting of Directors.

(4) If no such officers are present within half an hour after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their number to be Chairman of the meeting.

118. (1) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation.

(2) Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

(3) The meeting and proceedings of any such committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article.

(4) The quorum necessary for any meeting and proceeding of any such committee shall consist of any 2 members of the committee.

123. The continuing Directors may act at any time notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be reduced in number to less than 3 it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or of summoning a general meeting of the Company, but not for any other purpose.

125. (1) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

(2) The Company shall have a special Seal marked "SHARE SEAL" which is for the sole and specific use on the Company's share certificates. Such Share Seal shall not be affixed onto any share certificates except by a resolution of the Board of Directors previously given and in the presence of one Director and of the Secretary or a second Director or such other person as the Directors may appoint. Such Director and Secretary or second Director or other person as aforesaid shall either physically sign or cause a facsimile of their signatures, to appear on every share certificate to which the Share Seal has been affixed.

(3) The word "Seal" wherever it appear in these Articles pertaining and relating to the Company's share certificates, shall be construed as including a reference to the Company's Share Seal.

134. (1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or any other methods as shall be determined by the Directors, sent to:-

PROPOSED ARTICLES

Chairman, the Deputy Chairman (if any) shall preside at the meeting of Directors.

(4) If no such officers are present within half an hour after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their number to be Chairman of the meeting.

118. (1) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation.

(2) Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

(3) The meeting and proceedings of any such committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article.

(4) The quorum necessary for any meeting and proceeding of any such committee shall consist of any 2 or more members of the committee as determined by the Directors.

123. The continuing Directors may act at any time notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be reduced in number to less than ~~3~~ the minimum number specified for the time being it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or of summoning a general meeting of the Company, but not for any other purpose.

125. (1) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

(2) The Company may have a special Seal marked "SHARE SEAL" which is for the sole and specific use on the Company's share certificates. Such Share Seal shall not be affixed onto any share certificates except by a resolution of the Board of Directors previously given ~~and in the presence of one Director and of the Secretary or a second Director or such other person as the Directors may appoint~~ or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which such Share Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Such Director and Secretary or second Director or other person as aforesaid shall either physically sign or cause a facsimile of their signatures, to appear on every share certificate to which the Share Seal has been affixed.

(3) The word "Seal" wherever it appear in these Articles pertaining and relating to the Company's share certificates, shall be construed as including a reference to the Company's Share Seal.

134. Subject to the provisions of the Act, the Central Depositories Act and the Rules:

(1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or any other methods

EXISTING ARTICLES

- (a) the address of the member as shown in the Register of Members or Record of Depositors, or in the case of joint holders/depositors, to the address shown in the Register of Members or Record of Depositors as the address of the joint holder/depositor first named in that Register of Members or Record of Depositors, as the case may be; or
- (b) to such other address as member or joint holders/depositors in writing directs or direct.

(2) Any one of 2 or more joint holders/depositors may give effectual receipts for any dividends, interest or other money payable in respect of the shares held by them as joint holders/depositors.

135. (1) Subject to sub-article (2), the Company in general meeting may resolve that it is desirable to capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to members, and that that sum be applied, in any of the ways mentioned in sub-article (3), for the benefit of members in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend.

(2) The Company shall not pass a resolution as mentioned in sub-article (1) unless the resolution has been recommended by the Directors.

(3) The way in which a sum may be applied for the benefit of members under sub-article (1) are:-

- (a) in paying up any amounts unpaid on shares held by members;
- (b) in paying up in full unissued shares or debentures to be issued to members as duly paid; or
- (c) partly as mentioned in paragraph (a) and partly as mentioned in paragraph (b).

(4) The Directors shall do all things necessary to give effect to the resolution and, in particular, to the extent necessary to adjust the rights of the members among themselves may:-

- (a) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions;
- (b) authorise any person to make, on behalf of all the members entitled to any further shares or debentures upon the capitalisation, an agreement with the Company providing for the issue to them, credited as fully paid up, of any such further shares or debentures or for the payment up by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their

PROPOSED ARTICLES

as shall be determined by the Directors, sent to:-

- (a) the address of the member as shown in the Register of Members or ~~Record of Depositors, or in the case of joint holders/depositors, to the address shown in the Register of Members or Record of Depositors as the address of the joint holder/depositor first named in that Register of Members or Record of Depositors, as the case may be;~~ or
- (b) (in respect of shares other than a deposited securities) to such other address as member or joint holders/depositors in writing directs or direct.

(2) Deleted.

135. (1) Subject to sub-article (2), the Company in general meeting may resolve that it is desirable to capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to members, and that that sum be applied, in any of the ways mentioned in sub-article (3), for the benefit of members in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend.

(2) The Company shall not pass a resolution as mentioned in sub-article (1) unless the resolution has been recommended by the Directors.

(3) The way in which a sum may be applied ~~for the benefit of members~~ under sub-article (1) are any one or more of the following:-

- (a) in paying up any amounts unpaid on shares held by members;
- (b) in paying up in full unissued shares or debentures to be issued to members as duly paid; or
- (c) ~~partly as mentioned in paragraph (a) and partly as mentioned in paragraph (b) to~~ provide consideration for the purchase of the Company's own shares.

(4) The Directors shall do all things necessary to give effect to the resolution and, in particular, to the extent necessary to adjust the rights of the members among themselves may:-

- (a) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions;
- (b) authorise any person to make, on behalf of all the members entitled to any further shares or debentures upon the capitalisation, an agreement with the Company providing for the issue to them, credited as fully paid up, of any such further shares or debentures or for the payment up by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their

EXISTING ARTICLES

existing shares by the application of their respective proportions of the sum resolved to be capitalised

and any agreement made under an authority referred to in paragraph (b) is effective and binding on all the members concerned.

139. (1) The Directors shall from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and reports in accordance with the Act.

(2) The interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed 6 months.

141. (1) A notice may be given by the Company to any member either by serving it on him personally or by sending it by post to him at his address in Malaysia or Singapore as shown in the Register of Members or Record of Depositors. Any member described in the Register of Members or Record of Depositors by an address not within Malaysia or Singapore who shall from time to time give the Company an address within Malaysia or Singapore at which notices may be served upon him shall be entitled to have notices served upon him at such address.

(2) If a member has no registered address in Malaysia or Singapore and has not supplied to the Company an address within Malaysia or Singapore for the giving of notices to him, a notice posted up in the Registered Office of the Company shall be deemed to be well served on him at the expiration of twenty-four hours after it is so posted.

(3) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been served, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(4) A certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

(5) A notice may be given by the Company to the joint holders/depositors of a share by giving the notice to the joint holder/depositor first named in the Register of Members or Record of Depositors in respect of the share.

(6) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending it to him by post addressed to him by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) within Malaysia or Singapore supplied for the purpose by the person or, if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

PROPOSED ARTICLES

respective proportions of the sum resolved to be capitalised

and any agreement made under an authority referred to in paragraph (b) is effective and binding on all the members concerned.

139. (1) The Directors shall from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and reports in accordance with the Act.

(2) The interval between the close of a financial year of the Company and the issue of annual audited accounts relating to it, the Directors' and auditors' reports shall not exceed 6 4 months.

141. (1) A notice may be given by the Company to any member either by serving it on him personally or by sending it by post to him at his address in Malaysia or Singapore as shown in the Register of Members ~~or Record of Depositors~~. Any member described in the Register of Members by an address not within Malaysia or Singapore who shall from time to time give (in the case of holders of deposited securities) the Central Depository or (in the case of holders of non-deposited securities) the Company an address within Malaysia or Singapore at which notices may be served upon him shall be entitled to have notices served upon him at such address.

(2) If a member has no registered address in Malaysia or Singapore and has not supplied to the Central Depository or, as the case may be, the Company an address within Malaysia or Singapore for the giving of notices to him, a notice posted up in the Registered Office of the Company shall be deemed to be well served on him at the expiration of twenty-four hours after it is so posted.

(3) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been served, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(4) A certificate in writing signed by a Director or any other officer of the Company that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

(5) Deleted.

(6) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending it to him by post addressed to him by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) within Malaysia or Singapore supplied for the purpose by the person or, if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

EXISTING ARTICLES

(7) Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any shares, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder or depositor or joint depositors thereof and such service shall, for all purposes of these Articles, be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

(8) Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day of which the notice is to be operative shall be excluded in computing such number of days or other period.

142. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which before his name is entered in the Register of Members or Record of Depositors, has been duly given to a person from whom he derives his title.

PROPOSED ARTICLES

(7) Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any shares, ~~whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder or depositor or joint depositors thereof~~ and such service shall, for all purposes of these Articles, be deemed a sufficient service of such notice or document on his heirs, executors or administrators ~~and all persons, if any, jointly interested with him in any such share.~~

(8) Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day of which the notice is to be operative shall be excluded in computing such number of days or other period.

142. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which before his name is entered in the Register of Members ~~or Record of Depositors~~, has been duly given to a person from whom he derives his title.

147. 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 these 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.

148. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.

(2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.

(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

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

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

(6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.