

**THE COMPANIES ACT, 1965
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**ASTRO MALAYSIA HOLDINGS BERHAD
(Company No. 932533-V)**

Incorporated on the 14th day of February, 2011



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

**BORANG 9
AKTA SYARIKAT 1965**

[Seksyen 16(4)]

No. Syarikat - MyCoID

932533	V
--------	---

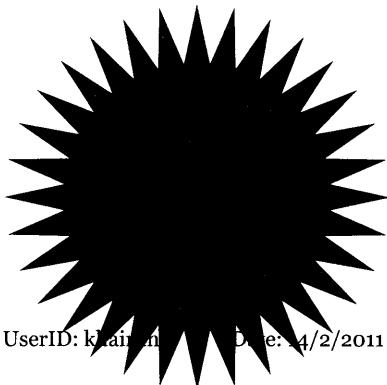
PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

Dengan ini diperakui bahawa

ASTRO MALAYSIA HOLDINGS SDN. BHD.

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 14 haribulan Februari 2011, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur pada 14 haribulan Februari 2011.




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



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 20
AKTA SYARIKAT 1965

[Seksyen 26(3)]

No. Syarikat

932533

V

**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
MENJADI SYARIKAT AWAM**

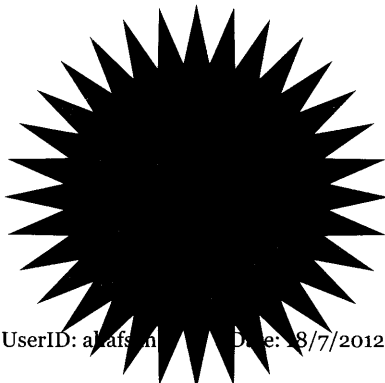
Dengan ini diperakui bahawa


ASTRO MALAYSIA HOLDINGS SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 14 haribulan Februari 2011, sebagai sebuah syarikat berhad menurut syer, telah pada 18 haribulan Julai 2012, bertukar menjadi suatu syarikat awam dan bahawa nama syarikat itu sekarang ialah

ASTRO MALAYSIA HOLDINGS BERHAD

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 18 haribulan Julai 2012.




NAZILA BINTI ALIAS
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

FORM 11

Companies Act, 1965

* Section 21(2)

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

* ~~Section 28 (9)~~

* Section 154 (1)

* ~~Section 254 (2)~~

Company No.

932533

V

NOTICE OF RESOLUTION

ASTRO MALAYSIA HOLDINGS BERHAD

To the Registrar of Companies,

At a general meeting of the members of **ASTRO MALAYSIA HOLDINGS BERHAD** ("the Company") duly convened and held at 3rd Floor, Administration Building, All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil 57000, Kuala Lumpur on the 19th day of September, 2012, the special/ordinary resolutions set out +below/ ~~in the annexure marked with the letter "A" and signed by me for purposes of identification was/ were +duly passed/ + agreed to.~~

"IT IS HEREBY RESOLVED:-:

(1) **ORDINARY RESOLUTION 1 – REORGANISATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

THAT the authorised share capital of the Company of RM101,000 comprising 100,000 ordinary shares of RM1.00 each and 10,000 redeemable preference shares of RM0.10 each, be and is hereby reorganised and classified into one class of ordinary shares divided into 100,000 ordinary shares of RM1.00 each.

(2) **ORDINARY RESOLUTION 2 – SUB-DIVISION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

THAT subject to the passing of Ordinary Resolution 1, the authorised share capital of the Company of RM100,000 divided into 100,000 ordinary shares of RM1.00 each, be and is hereby sub-divided into 1,000,000 ordinary shares of RM0.10 each, and each new ordinary share of RM0.10 nominal value shall have the same rights as the existing ordinary shares of RM1.00 each, save for those that relate to the nominal value.

(3) **ORDINARY RESOLUTION 3 – SUB-DIVISION OF SHARES**

THAT subject to passing of Ordinary Resolution 2, the entire issued and paid-up ordinary share capital of the Company comprising 98,238 fully-paid ordinary shares of RM1.00 each be and is hereby sub-divided into 982,380 new ordinary shares of RM0.10 each and that such new shares be issued to the existing sole shareholder of the Company, Astro Malaysia (Networks) Sdn Bhd ("**ANM**"), on the basis of 10 new ordinary shares of RM0.10 each for every existing 1 ordinary share of RM1.00 each **AND THAT** the Directors of the Company be and are hereby authorised to do all acts and take all necessary actions toward giving effect to the aforesaid issuances with full power to deal with all matters relating thereto as they may deem necessary or expedient for and on behalf of the Company;

AND THAT the Common Seal of the Company be and is hereby authorised to be affixed onto all relevant documents in accordance with the provisions stipulated in the Articles of Association of the Company.

Form 11

Astro Malaysia Holdings Berhad

Company No.

932533

V

(4) **ORDINARY RESOLUTION 4 – INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

THAT the authorised share capital of the Company be increased from RM100,000 comprising 1,000,000 ordinary shares of RM0.10 each, to RM1,000,000,000 comprising 10,000,000,000 ordinary shares of RM0.10 each, by the creation of 9,999,000,000 new ordinary shares of RM0.10 each to rank pari passu in all respects with the existing ordinary shares of the Company.

(5) **SPECIAL RESOLUTION – AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

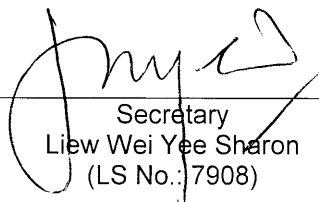
THAT (i) subject to obtaining the approval of the Board of Directors of Astro Holdings Sdn Bhd (“AHSB”) as required under item 12, Part A of the Amended and Restated Shareholders’ Agreement dated 16 July 2012 between AHSB and its shareholders; and (ii) conditional upon the passing of Ordinary Resolution 4, Clause 6 of the Company’s Memorandum of Association be and is hereby amended by deleting the existing Clause 6 in its entirety and by substituting therefor the following new Clause 6 to read as follows:-

“The authorised capital of the Company is RM1,000,000,000 divided into 10,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.”

(6) **ORDINARY RESOLUTION 5 – AUTHORITY TO DIRECTORS TO ISSUE SHARES**

THAT subject to the passing of the Ordinary Resolution 4 and the Special Resolution, approval be and is hereby given to the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to allot and issue 4,722,017,620 new ordinary shares with a par value of RM0.10 each in the Company (“AMH Shares”) to ANM at a total subscription price of RM5,200,000,000 or approximately RM1.10 per new AMH Share to be set-off against the total redemption amount payable by the Company to ANM in connection with the full redemption of all 5,200 RPS with a par value of RM0.10 each and a premium of RM999,999.90 each in the Company registered in the name of ANM, at a redemption price of RM1,000,000 per RPS or a total redemption amount of RM5,200,000,000, **AND THAT** the Directors be and are hereby authorised and directed on behalf of the Company to do or cause to be done any and all such further acts and to take all necessary actions towards giving effect to the aforesaid transaction.

Dated this 19th day of September, 2012.


Secretary
Liew Wei Yee Sharon
(LS No.: 7908)

Lodged By: Astro Malaysia Holdings Berhad (932533-V)
3rd Floor (Corporate Secretarial Department), Administration Building, All Asia Broadcast Centre
Technology Park Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur
Tel: 03-95436688 ext 3465

**THE COMPANIES ACT, 1965
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**ASTRO MALAYSIA HOLDINGS BERHAD
(Company No. 932533-V)**

(Adopted by special resolution passed on 17 July 2012)

1. The name of the Company is **ASTRO MALAYSIA HOLDINGS BERHAD**
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects of which the Company is established are:
 - (1) To act as an investment company and to carry on business in Malaysia and to coordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by government sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same; to issue and redeem bonds or other securities to investors on such terms as may be thought fit; to acquire and hold, either in the name of the Company or in the name of any nominee of the Company, by purchase, exchange, or otherwise, any land or property of any tenure, or any interest in land or property, in Malaysia or anywhere else in the world, and generally to invest, deal with, manage, or develop the land or property; to acquire and hold, by purchase, exchange, or otherwise, either in the name of the Company or in the name of any nominee of the Company, any asset or property in whatever form, and whether tangible or intangible (or any interest therein); to sell, lease, let, mortgage, charge, pledge, encumber, give or otherwise dispose of any and all such assets, property, rights and entitlements (or any part of any of the foregoing) of the Company; to provide any and all forms of corporate, commercial, consultancy and/or management services to any person; and generally to exercise and enforce all rights and powers conferred by/or incident to the ownership of any investment of the Company.
 - (2) To carry on the business and activities of management consultant and advisors and to render management, industrial, commercial, financial, legal, secretarial, public relations, industrial relations and other related services to any person, firm or corporation engaged in any business, trade or activity and to undertake and transact all kinds of trust and agency business and to act as executors, administrators, receivers, secretaries, officers, treasurers, registrars and transfer agent of companies, estate, corporation of other organisations.
 - (3) To enter into any guarantee or contract of indemnity or suretyship, and to provide security, including, without limitation, the guarantee and provision of security for the performance of the obligations of or the payment of any money (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including, without limitation, any body corporate which is for the time being the Company's holding company, the Company's subsidiary, a subsidiary of the Company's holding company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture, with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage,

charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by other means. For the purposes of this paragraph "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person.

4. To exercise all or any of the powers contained in the Third Schedule of the Companies Act, 1965.
5. The liability of the members is limited.
6. The authorised capital of the Company is RM101,000 divided into 100,000 ordinary shares of RM1.00 each and 10,000 redeemable preference shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
7. Subject always to the respective rights, terms and conditions mentioned in Clause 6 hereof of the Company shall have power to increase or reduce the capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
GOH TAU SI NRIC No: 501229-08-5504 46 JALAN 1/124A TAMAN CONNAUGHT CHERAS, 56000 KUALA LUMPUR Chartered Secretary	ONE (1)
WONG C-YEEN NRIC NO: 781027-14-5264 46, JALAN 1/124A, TAMAN CONNAUGHT CHERAS, 56000 KUALA LUMPU Assistant Company Secretary	ONE (1)
Total Number of Shares Taken:	TWO (2)

Dated this 9 February 2011

Witness to the above signatures:-

JEFFREY GERARD GOMEZ
 Public Accountant
 16-A (1st Floor)
 Jalan Tun Sambanthan 3
 Brickfields, 50470 Kuala Lumpur

TABLE OF CONTENTS

1.	EXCLUSION OF TABLE	3
2.	INTERPRETATION	3
3.	BUSINESS	5
4.	SHARES	6
5.	DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN	11
6.	CERTIFICATES	11
7.	ALTERATION ON RIGHTS	12
8.	CALLS ON SHARES	12
9.	LIEN	15
10.	TRANSFER OF SECURITIES, REGISTERS AND RECORD OF DEPOSITORS	17
11.	TRANSMISSION OF SHARES	20
12.	JOINT HOLDERS OF SECURITIES	21
13.	CONVERSION OF SHARES INTO STOCK	21
14.	INCREASE OF CAPITAL	22
15.	ALTERATION OF CAPITAL	22
16.	GENERAL MEETINGS	23
17.	PROCEEDINGS AT GENERAL MEETINGS	26
18.	VOTE OF MEMBERS	29
19.	DIRECTORS	33
20.	POWERS AND DUTIES OF DIRECTORS	36

21.	MINUTES AND REGISTERS	38
22.	PROCEEDINGS OF DIRECTORS	39
23.	COMMITTEES OF DIRECTORS	41
24.	VALIDATION OF ACTS OF DIRECTORS	42
25.	CIRCULAR RESOLUTIONS	42
26.	EXECUTIVE OFFICER(S)	42
27.	ASSOCIATE DIRECTORS	43
28.	THE SECRETARY	43
29.	SEAL	43
30.	SEAL FOR USE ABROAD	44
31.	RESERVES	44
32.	DIVIDEND	44
33.	CAPITALISATION OF PROFITS	47
34.	ACCOUNTS	47
35.	AUDIT	48
36.	LANGUAGE	48
37.	DESTRUCTION OF DOCUMENTS	49
38.	AUTHENTICATION OF DOCUMENTS	49
39.	NOTICES	49
40.	WINDING UP	51
41.	SECRECY CLAUSE	52

42.	INDEMNITY	52
43.	RECONSTRUCTION	53
44.	EFFECT OF THE LISTING REQUIREMENTS	53

THE COMPANIES ACT, 1965
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ASTRO MALAYSIA HOLDINGS BERHAD
(Company No. 932533-V)
(Adopted by special resolution passed on 17 July 2012)

EXCLUSION OF TABLE "A"

1. Table "A" excluded

The Regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. Interpretation clause

In these Articles unless the subject matter or context dictates otherwise, the following words and phrases shall have the meaning assigned to them herein:-

"Act" means the Companies Act, 1965 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.

"Authorised Nominee" shall have the meaning ascribed thereto in the Central Depositories Act.

"beneficial owner" shall have the meaning ascribed thereto in the Central Depositories Act.

"Board" means the Board of Directors for the time being of the Company.

"CD-ROM" means compact disc read-only memory format.

"Central Depository" means Bursa Malaysia Depository Sdn Bhd (Company No. 165570-W) and its successors-in-title.

"Central Depositories Act" means the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force.

"Chief Executive" means the chief executive of the Company (as defined in accordance with the Listing Requirements).

"Company" means Astro Malaysia Holdings Berhad (Company No. 932533-V)

"Deposited Security" means a security, as defined in Section 2 of the Central Depositories Act, in the Company standing to the credit of a Securities Account and includes security in a Securities Account that is in suspense.

"Depositor" means a holder of a Securities Account.

"Directors" means the Directors for the time being of the Company.

"electronic address" means any address or number used for the purpose of sending or receiving documents or information by electronic means.

"electronic communication" means a document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

"electronic form" means document or information sent or supplied in electronic form are those sent by "electronic communication" or by any other means while in an electronic form (for example sending an electronic copy (CD-ROM) by post) whereby a recipient of such document of information would be able to retain a copy.

"Exchange" means Bursa Malaysia Securities Berhad (Company No. 635998-W).

"Exempt Authorised Nominee" means an Authorised Nominee which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

"Foreign Register" means the register of securities holders maintained by the registrar of the Company in the jurisdiction of another stock exchange.

"hard copy form" is on paper or similar physical form capable of being read.

"Listing Requirements" means the Main Market Listing Requirements of the Exchange, including the practice notes and appendices that may be issued thereunder and any modifications or amendments to the Listing Requirements that may be made from time to time.

"Malaysian Register" means the register of securities holders maintained by the registrar of the Company in Malaysia.

"Market Day" means a day on which the Exchange is open for trading in securities.

"member" or "holder of shares" or any like expression includes a Depositor who shall be treated as if he were a member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee.

"Office" means the registered office for the time being of the Company.

"Record of Depositors" means the record provided by the Central Depository to the Company under Chapter 24.0 of the Rules.

"Register" means the Register of Members to be kept pursuant to the Act.

"Rules" means the Rules of the Central Depository as defined under the Central Depositories Act and any modification or amendment thereto for the time being in force.

"Seal" means the Common Seal of the Company.

"Secretary" means any person or persons appointed to perform the duties of the secretary of the Company and shall include a joint, temporary, assistant or deputy secretary.

"Securities Account" means an account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealings in such securities by the Depositor as permitted under the Central Depositories Act and/or the Rules.

"securities" means securities as defined in Section 2(1) of the Capital Markets and Services Act 2007 or any modification, amendment or re-enactment thereof for the time being in force.

"share seal" means the share seal of the Company.

"shares" means shares in the Company.

Reference 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 including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.

Subject as aforesaid, words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Acts 1948 and 1967 of Malaysia, as amended from time to time and any re-enactment thereof.

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

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

Reference to "transfer" in relation to shares shall include a transfer of shares pursuant to the Rules.

BUSINESS

3. Board may carry on business

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

4. Location of Office

The Office shall be at such place in Malaysia, as the Board shall from time to time determine.

SHARES

5. Issue of Shares

- (1) Subject to the Act, the Central Depositories Act, the Rules, the Listing Requirements and the conditions, restrictions and limitations expressed in these Articles, the Directors may issue, allot, grant options over or otherwise dispose of the unissued share capital of the Company to such person or persons, at such times and on such terms as they think proper, PROVIDED ALWAYS THAT:-
 - (a) no shares shall be issued at a discount except in compliance with the provision of the Act;
 - (b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
 - (c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
 - (d) subject to Article 5(2) and notwithstanding the existence of a resolution pursuant to Section 132D of the Act, no shares or convertible securities shall be issued if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per centum (10%) of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the members in general meeting of the precise terms and conditions of the issue; and
 - (e) every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and in relation to a Director such approval shall specifically detail the amount of shares or options to be issued to such Director.
- (2) Except in the case of an issue of securities on a pro rata basis to members, there shall be no issue of shares or other convertible securities to a Director, major shareholder, Chief Executive or person connected with any Director, major shareholder or Chief Executive (hereinafter referred to as "the interested Director", "interested major shareholder", "interested Chief Executive" or "interested person connected with a Director, major shareholder or Chief Executive" respectively) unless the members in general meeting have approved of the specific allotment to be made to such aforesaid Director.
- (3) In a meeting to obtain members' approval in respect of the allotment referred to under Article 5(2) above:-
 - (a) the interested Director, interested major shareholder, interested Chief Executive or interested person connected with a Director, major shareholder or Chief Executive; and
 - (b) where the allotment is in favour of an interested person connected with a Director, major shareholder or Chief Executive, such Director, major shareholder or Chief Executive,

must not vote on the resolution approving the said allotment. An interested Director, interested major shareholder or interested Chief Executive must ensure that persons connected with him abstain from voting on the resolution approving the said allotment.
- (4) The notice of the meeting referred to in Article 5(2) shall state:-

- (a) the number of securities to be allotted;
 - (b) the purpose of allotment;
 - (c) the precise terms and conditions of the allotment; and
 - (d) the identity and relationship of the persons connected with the Director, major shareholder or Chief Executive, where applicable.
- (5) In this Article, “major shareholder”, “Chief Executive” and “person connected with any Director, major shareholder or Chief Executive” shall have the meaning ascribed thereto in the Listing Requirements.

6. Crediting of Securities Account

The Company must ensure that all new issues of securities for which listing is sought on the Exchange are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this Article. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.

7. Allotment and Despatch of Notices of Allotment

- a. Subject to the Act, the Central Depositories Act, the Rules and Article 8, the Company shall issue, allot securities and despatch notices of allotment to the allottees, and make an application for quotation of such securities:-
- (a) within eight (8) Market Days of the final application date for a public issue; or
 - (b) within eight (8) Market Days after the final application closing date for a rights issue; or
 - (c) within eight (8) Market Days of the book closing date for a bonus issue; or
 - (d) within eight (8) Market Days after the receipt of a notice of the exercise of an option pursuant to a share scheme for employees together with the requisite payment for the subscription of shares under the option; or
 - (e) within eight (8) Market Days after the date of receipt of a subscription form together with the requisite payment for conversion or exercise in respect of convertible securities; or
 - (f) such other period as may be prescribed under the Listing Requirements or by the Exchange from time to time.

8. Allotment or Issue of Securities

The Company must not allot or issue securities or cause or authorise its registrars to cause the Securities Accounts of the allottees to be credited with the additional securities until after it has filed with the Exchange an application for listing of such additional securities and been notified by the Exchange that such new issue of securities has been approved in principle for listing.

9. Preference Shares

- (1) Subject to the Act and the Listing Requirements, and without prejudice to any special rights previously conferred on the holders of any share or class of shares already

issued, any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-

- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and audited accounts and attending general meetings of the Company but shall only have the right to vote in each of the following circumstances:-
 - (i) where the dividend or part of the dividend on such shares is in arrears for more than six (6) months;
 - (ii) on a proposal to reduce the Company's share capital;
 - (iii) on a proposal for the disposal of the whole of the Company's property, business and undertaking;
 - (iv) on a proposal that affects rights attached to the preference shares;
 - (v) on a proposal to wind up the Company; and
 - (vi) during the winding up of the Company.
- (b) the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 21 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith; and
- (c) subject to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

9A. Redeemable Preference Shares ("RPS")

The rights and restrictions attaching to the RPS are as follows:-

(1) Dividends

The holders of the RPS shall be entitled to receive dividends at such rate as declared by the Board of Directors at their discretion having regard to the working capital needs of the Company and any restrictive covenants binding on it prior to any payment of dividends on ordinary shares.

(2) Capital

On a return of capital on winding up or otherwise (other than on redemption or purchase of shares) the Company's assets available for distribution shall be applied, in priority to any payment to the holders of any other shares in the capital of the Company, in repayment of:-

- (a) the amounts paid up on the aggregate nominal value of the RPS;
- (b) any arrears of declared or accrued but unpaid dividends.

For the purposes of this Article 9A(2), a corporate reorganisation shall constitute a liquidation.

(3) Redemption

The RPS shall be redeemed upon and subject to the following terms and conditions:-

- (a) The Company shall redeem the RPS by paying in cash an amount equal to RM1,000,000 per share of the RPS plus any declared but unpaid dividends.
- (b) Redemption is effected by giving to the holders of the RPS not less than three (3) days' notice (a "redemption notice").
- (c) The redemption notice shall specify the RPS to be redeemed, the date fixed for redemption (the "redemption date") and the place at which the certificates for the RPS are to be presented for redemption, as the Directors may determine.
- (d) On the redemption date each holder whose RPS are to be redeemed is bound to deliver to the Company at the place stated in the redemption notice the certificate (or certificates) for those shares. On receipt, the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of the RPS) the redemption moneys due to him. If a certificate includes RPS not redeemable on that occasion, a new certificate for the balance of the RPS shall be issued to the holder without charge.
- (e) If a holder whose RPS are to be redeemed under this Article 7A(3) fails to deliver the certificate (or certificates) for those RPS to the Company, the Company may retain the redemption moneys. The redemption moneys shall be paid to the holder (by cheque despatched at the holder's risk or such other means as the holder may request) within five (5) market days of receipt of the certificate (or certificates) or an indemnity in respect of the certificate (or certificates) in a form satisfactory to the Board. No person shall have a claim against the Company for interest on retained redemption moneys.

(4) Voting at general meetings

The holders of the RPS shall not have the right to vote with the holders of ordinary shares except as provided under Article 9(1)(a) and Section 148(2) of the Act.

10. Restriction on Use of Company Funds

The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 67(1) of the Act or the purchase by the Company of its own shares pursuant to Article 11 and Section 67A of the Act. The Directors may however in their discretion accept a surrender of shares by way of compromise of any question as to whether or not the same have been validly issued or in any other case where the surrender is within the powers of the Company. Any shares so surrendered may be sold or re-issued in the same manner as forfeited shares.

11. Purchase of Own Shares

- (1) Subject to the provisions of the Act and any regulations made thereunder and to any rights previously conferred on the holders of any class of shares and to any requirements imposed by the Exchange in respect of securities admitted to listing, and any rules or guidelines ("Rules and Guidelines") of any relevant authorities (whether having the force of law or not) issued from time to time whether by way of amendment, modification or variation or in replacement thereof (other than any such of the Rules and Guidelines compliance with which by the Company is waived by the relevant

authority), the Company may purchase or may enter into a contract under which it will or may purchase any of its shares of any class, including any redeemable shares.

- (2) Neither the Company nor the Board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

12. Commission

In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 58 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed ten per centum (10%) of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful..

13. Interest on Capital

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 69 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

14. Allotment of Shares

The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares.

15. Trusts not to be recognised

Except only as by these Articles otherwise expressly provided or as required by law or as provided under the Central Depositories Act and the Rules, or pursuant to any order by court, no person (other than Bursa Malaysia Depository Nominees Sdn. Bhd.) shall be recognised by the Company as holding any share upon any trust and the Company shall not, even when having notice thereof, be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share except an absolute right to the entirety thereof in the person registered as the holder of the share.

16. Shares to be offered to members before issue

Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in

such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

17. Rights of members

No person shall exercise any rights of a member until his name shall have been entered in the Register or his name appears in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him whether alone or jointly with any other person provided that the Central Depository or its nominee company in whose name the Deposited Security is registered shall not be entitled to any such rights unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles.

18. Payment of allotment

If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be registered as the holder of the share whether in the Register or the Record of Depositors, or by his legal personal representatives.

**DISPOSAL OF SHARES OF MEMBERS WHOSE
WHEREABOUTS UNKNOWN**

19. Disposal of shares of members whose whereabouts are unknown

(1) Subject to the provisions of the Central Depositories Act and the Rules, where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register or the Record of Depositors as the address of the member stating that the Company after expiration of one (1) month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.

(2) If after the expiration of one (1) month from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member in the Company to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of the member a transfer of those shares to the Minister charged with responsibility for finance.

CERTIFICATES

20. Share Certificates

The certificates of title to share, stock, debentures, debenture stock, notes and other securities shall be issued under the seal of the Company in such form as the Directors may from time to time prescribe provided that such certificates shall comply with all security features, size and other requirements prescribed by the Exchange and all such certificates 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 Director for this purpose. It shall be sufficient evidence that the seal has been duly affixed to any such certificate and signed as aforesaid if an autographic or facsimile of the signatures of the aforesaid authorised persons appears thereon.

ALTERATION ON RIGHTS

21. Modification of Rights

Notwithstanding Article 22 hereof, the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

22. Class rights may be modified

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two (2) persons holding or representing by proxy not less than one-tenth of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll and shall be entitled on a poll to one vote for every such share held by him. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply.

23. Rights on creation or issue of further shares

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects pari passu therewith.

CALLS ON SHARES

24. Directors may make calls

The Directors may from time to time make such calls upon the members as the Directors may think fit in respect of the amounts unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium), and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each member shall be entitled to receive at least seven (7) days' notice specifying the time or times and place of payment.

25. How calls may be made

Any call may be made payable either in one sum or by instalments, and each member upon whom a call is made is liable to pay the amount of the call to the Company and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors.

26. When a call is deemed made

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

27. Calls in respect of joint-holders

Joint-holders of a share shall be jointly and severally liable for the payment of all calls in respect thereof and any interest accrued thereon.

28. Directors may differentiate between holders

The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls.

29. Payment on allotment treated as call

Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of these Articles as to payment of interest, forfeiture or otherwise, shall apply as if such sum were a call duly made and notified.

30. Interest on calls in arrears

If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding ten per centum (10%) per annum, as the Directors may determine (or failing such determination, then at the rate of ten per centum (10%) per annum) provided however the Directors may waive payment of such interest in whole or in part.

31. Payment on calls in advance

The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay interest at such rate not exceeding twelve per centum (12%) per annum as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.

32. Notice to pay calls

If any member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him by transmission requiring him to pay such call or such part thereof as remains unpaid, together with any interest which may have accrued.

33. Form of notice

The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state, that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.

34. Failure to comply with notice

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

35. Redemption of forfeited share

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

36. Forfeited share becomes property of Company

A share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit and whether with or without all or any part of the amount previously paid on the share being cancelled as paid.

37. Liability on forfeiture

A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares (together with interest at the rate of ten per centum (10%) per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think it fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares.

38. Result of forfeiture

The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.

39. Evidence of forfeiture

A statutory declaration in writing that the declarant is a Director or the Secretary, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the (forfeited) share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the registered holder of the share, and shall not be bound to see to the application of the purchase monies, 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 other disposal of the share. The Directors may authorise any person to execute a transfer of any (forfeited) shares sold or otherwise disposed of to the purchaser. In order to give effect to any such sale or disposal the Directors may authorise any person to transfer the (forfeited) shares sold or disposed of to the purchaser.

40. Application of forfeiture provisions

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

41. Notice of forfeiture

When any share has been forfeited in accordance with these Articles notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the share but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid.

42. Proceeds of sale of forfeited share

In the event of any forfeited share on which the Company has a lien being sold or disposed of, the net proceeds of such sale or disposal after providing for the expenses of such sale or disposal and for the payment of any moneys owing to the Company in respect of which the lien exists shall be paid to the person whose share has been forfeited or his executors, administrators or assignees as the case may be or as he or she shall direct.

LIEN

43. Company's lien on shares and dividends

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member (whether solely or jointly with others) for all moneys payable by him or his estate either alone or jointly with any other person, to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on shares and dividends from time to time declared in respect of such shares, if any, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid and to such

amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member.

44. Power to enforce lien by sale

The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the holder of the share for the time being, or the person entitled thereto by reason of his death or bankruptcy. In order to give effect to any such sale the Directors may authorize any person to transfer the shares sold to the purchaser.

45. Application of proceeds of sale

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

46. Power to transfer shares

Upon any such sale as aforesaid, the Directors may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in the proceedings or procedure relating to the transfer of the shares or be bound to see to the application of the purchase money, and after his name has been entered in the Register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

47. Imposition of liability by law

(1) Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any shares registered in the Register as held either jointly or solely by any member or in respect of any dividends, bonuses or other moneys due or payable or accruing due or which may become due or payable to such member by the Company or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of:-

- (a) the death of such member;
- (b) the non-payment of any income tax or other tax by such member; or
- (c) any other act or thing;

the Company in every such case:-

- (i) shall be fully indemnified by such member or his executor or administrator from all liabilities;
- (ii) shall have a lien upon all dividends, bonuses and other moneys payable in respect of the shares registered in the Register and/or the Record of Depositors as held either jointly or solely by such member for all moneys paid or payable by

the Company in respect of the same shares or in respect of any dividend, bonus or other moneys as aforesaid thereon or for or on account or in respect of such member under or in consequence of any such law together with interest at the rate of eight per centum (8%) per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividend, bonus or other money payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid; and

- (iii) may recover as a debt due from such member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend, bonus or other money as aforesaid then due or payable by the Company to such member.

TRANSFER OF SECURITIES, REGISTERS AND RECORD OF DEPOSITORS

48. Form of transfer

Subject to the provisions of the Act, these Articles, the Central Depositories Act and the Rules with respect to transfer of Deposited Security, all transfers of securities which are shares:-

- (a) to the Central Depository or its nominee company; or
- (b) prior to the listing and quotation of such shares on the Exchange,

may be effected by transfer in writing in the usual common form conforming with the Act and/or approved by the Exchange, or such form as may from time to time, be prescribed under the Act or approved by the Exchange. Subject to these Articles, there shall be no restriction on the transfer of fully paid-up shares except where required by law.

49. Transfer of securities by book entry

The transfer of any 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 subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Security.

50. Transmission of securities from Foreign Register

- (1) Where:
 - (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities;

the Company shall, upon request by a Depositor, permit a transmission of securities held by such Depositor from the Foreign Register to the Malaysian Register and vice versa provided that there shall be no change in the ownership of such securities.

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

51. Obligation to keep register not affected

Nothing in these Articles shall be construed as affecting the obligation of the Company to keep a Register under Section 158 of the Act and a register of option holders under Section 68A of the Act and to open them for inspection in accordance with the provisions of the Act except that the Company shall not be obliged to enter in such registers the names and particulars of Depositors who are deemed to be members or option holders.

52. Instrument of transfer

Subject to the Central Depositories Act and the Rules, the instrument of transfer of any Deposited Security lodged with the Company for registration must be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register.

53. Restriction of transfer

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

54. Maintenance of Register of Transfers

Subject to Article 49, the Central Depositories Act and the Rules, the Company shall maintain a book called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors. Subject to the provisions of the Central Depositories Act, the Rules and Article 49, particulars of the transfer or transmission of every security shall be entered into the Register of Transfers.

55. Directors may refuse registration of transfer

- (1) With the exception of transfer in favour of the Central Depository and subject to the provisions of the Central Depositories Act and the Rules, the Directors may subject to Article 55(4) decline to register the transfer of any securities (not being fully paid securities) and may also decline to register the transfer of any securities on which the Company has a lien or if the registration of the transfer would result in a contravention of or failure to observe the provisions of a law in Malaysia.

- (2) Subject to the Central Depositories Act and the Rules, the Directors may decline to recognise any instrument of transfer, unless:-

- (a) such fee, not exceeding Ringgit Malaysia Three (RM3.00) per transfer or such other sum as may be permitted by the Exchange plus the amount of the proper duty with which each certificate is chargeable under the law relating to stamp duty as the Directors may from time to time require, is paid to the Company in respect thereof; and
- (b) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so.

- (3) ~~Subject to the Central Depositories Act and the Rules, all instruments of transfers,~~ which are registered may be retained by the Company or its agents.

- (4) Subject to the provisions of the Central Depositories Act and the Rules, if the Directors decline to register any transfer they shall within ten (10) Market Days (or such other period specified by the Exchange) after the date on which the transfer was lodged with the Company send to the transferor, lodging broker and the transferee written notice of refusal and the precise reasons thereof. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.

56. Suspension of registration of transfers

The registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. At least twelve (12) Market Days' (or such other period specified by the Exchange) notice of such closure shall be given to the Exchange stating the period and the purpose or purposes of such closure. In relation to such closure, the Company shall give notice, in accordance with the Central Depositories Act and the Rules, to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.

57. Record of Depositors by Central Depository considered final

A Record of Depositors requested by the Company as at any specified date and/or for any specified purpose when made available to the Company may be treated as the final Record of Depositors as at the specified date and/or for the specified purpose. If there shall be more than one Record of Depositors made available to the Company as at the specified date and/or for the specified purpose then the later or last of the Record of Depositors prepared by the Central Depository shall be the final Record of Depositors as at the specified date and/or for the specified purpose.

58. Fees

Subject to the Central Depositories Act and the Rules, there shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title of any securities, such fee, not exceeding Ringgit Malaysia (RM3.00) or such other sum as may be permitted from time to time by the Exchange.

59. Recognition of renunciation of allotment

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

60. Limitation of liability

Subject to the Central Depositories Act and the Rules, neither the Company or the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of securities apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to, the Company or the Directors or other officers, be legally inoperative or insufficient to pass the property in the securities 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 securities transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such securities and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

TRANSMISSION OF SHARES

61. Death of member

In the case of 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 person recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of the deceased member from any liability in respect of any share which had been held by him alone or jointly with some other person.

62. Rights on death or bankruptcy

Any person becoming entitled to shares in consequence of the death or bankruptcy of any member may upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have a person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence. Provided Always that where the share is a Deposited Security, a transfer of the share may be carried out by the person becoming so entitled, subject to the Central Depositories Act and the Rules.

63. Election of person entitled to be registered himself

Subject to the Act, the Central Depositories Act and the Rules, if the person so becoming entitled elects to be registered himself as a member, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided always 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. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares, the Central Depositories Act and the Rules shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member.

64. Notice requiring registration of transfer

The Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and, if the notice is not complied with within sixty (60) days, the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until compliance has been made with the requirements of such notice.

65. Rights on death or bankruptcy

A person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors and the Central Depository in that behalf and subject to the Central Depositories Act and the Rules, to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or

vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two (2) or more persons are jointly held to any share in consequence of the death of the holder of the share they shall, for the purposes of the Articles, be deemed to be the joint holders of the share.

JOINT HOLDERS OF SECURITIES

66. Joint holders of securities

Subject to the Central Depositories Act and the Rules, where two (2) or more persons are registered as the holders of any security, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-

- (a) the Company shall not be bound to register more than three (3) persons as the holders of any security except in the case of executors, or trustees of a deceased member;
- (b) the joint-holders of a security shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such security;
- (c) on the death of any one (1) of such joint-holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such security but the Directors may require such evidence of death as they may deem fit;
- (d) any one (1) of such joint-holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such security; and
- (e) only the person whose name stands first in the Register as one (1) of the joint-holders of any security shall be entitled to delivery of the certificate relating to such security or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

CONVERSION OF SHARES INTO STOCKS

67. Company may convert shares into stock

The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

68. Holders of stock may transfer their interest

The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; provided however that the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a Ringgit Malaysia or of any other sum shall not be dealt with, with power nevertheless, at their discretion to waive such stipulations in any particular case and provided further that the minimum amount of stock transferable shall not exceed the nominal amount of the shares from which the stock arose.

69. Participation in dividends and profits

The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privileges or advantages.

70. Application of provisions

All such provisions of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder".

INCREASE OF CAPITAL

71. Power to increase capital

The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

72. New capital to be considered as part of present share capital

Except so far as otherwise provided by the condition of issue, any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company. All new shares shall be subject to the provisions herein contained with reference to allotments, the payment of calls and instalments, transmissions, forfeiture, lien or otherwise and shall also be subject to the Rules.

ALTERATION OF CAPITAL

73. Consolidation sub-division and cancellation

- (1) The Company may from time to time by ordinary resolution –
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given

any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares;

- (c) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled;
 - (d) increase its share capital by such sum to be divided into shares of such amount as the resolution may prescribe; and
 - (e) reorganise its share capital by converting part or all of an existing class or classes of shares into another class or classes of shares and from one nominal value or values to another value or values.
- (2) The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law.

74. Alteration in accordance with conditions and terms

Anything done in pursuance of the last preceding Article shall be done in the manner provided and subject to any conditions imposed by the Act so far as they shall be applicable, and so far as they are not applicable, in accordance with the terms of the resolution authorising the same, and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

GENERAL MEETINGS

75. Annual general meeting

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

76. Extraordinary general meeting

All general meetings other than annual general meetings shall be called extraordinary general meetings.

77. Form of notice

All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.

78. Convening of extraordinary general meeting

The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance

with the provisions of the Act, or if the Company makes default in convening a meeting In compliance with a requisition received pursuant to Section 144 of the Act, a meeting may be convened by such requisitionists in the manner provided in Section 144 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

79. Notices of meetings

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by not less than twenty-one (21) days' notice in writing. In respect of all other extraordinary general meetings, at least fourteen (14) days' notice before the meetings shall be given to all members (other than those who under the provisions of these Articles or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company) and to the auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or, where a special resolution is proposed or in the case of an annual general meeting, at least twenty-one (21) days' notice of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed. Provided that in respect of Deposited Securities:-

- (1) the Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings or adjourned general meetings shall be given by the Company. Subject to Article 57, the Record of Depositors requested under this Article 79(1) when made available to the Company shall be treated as the final record of all Depositors who shall be deemed to be the registered holders of shares of the Company entitled to receive notice of the general meeting or adjourned general meeting;
- (2) the Company shall request the Central Depository in accordance with the Rules, to prepare a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days (or such other period specified by the Act, the Central Depositories Act, the Rules and/or the Central Depository) before the general meeting or adjourned general meeting; and
- (3) subject to Article 57 and the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a member entitled to attend any general meeting or adjourned general meeting and to speak and vote thereat by a person or proxy unless his name appears in the Record of Depositors requested for the purposes of such general meeting or adjourned general meeting.

80. Business at meetings

Subject always to the provisions of Section 151 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election and remuneration of Directors, and the appointment of and fixing of the remuneration of the auditors.

81. Entitlement to appoint proxy

A member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him at the meeting, and such proxy(ies) need not also be a member(s), but save as provided in Article 105(2)(c) and 105(2)(d), each member shall not be permitted to appoint more than two (2) proxies to attend the same meeting.

Provided that where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company and for the avoidance of doubt, there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak and vote at the meeting and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

81A. Appointment of proxy via electronic communication

- (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with this Article and shall not be subject to the requirements of Article 105(1).
- (2) For the purpose of Article 81A, the Directors may require such reasonable evidence they consider necessary to determine:
 - (a) the identity of the member and the proxy; and
 - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- (3) Without prejudice to Article 81A, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:
 - (a) Notice calling the meeting;
 - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
 - (c) Website maintained by or on behalf of the Company
- (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Article 81A(3) not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this Article shall be invalid.

82. Omission to give notice

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

83. Meeting deemed duly called

A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 76 be deemed to be duly called if it is so agreed:-

- (1) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or
- (2) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum (95%) in nominal value of the shares giving a right to attend and vote.

84. Special notice

Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty eight (28) days before the meeting at which it is moved and the Company shall give its members notice of any such proposed resolution at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable shall give them notice thereof, in any manner allowed by these Articles, not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty eight (28) days or less after the notice has been given the notice although not given to the Company within the time required by this Article shall be deemed to be properly given.

PROCEEDINGS AT GENERAL MEETINGS

85. Business deemed special

All business shall be deemed special that is transacted at any extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of the receipts and consideration of the profit and loss account, the balance sheet and group account (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the election and remuneration of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

86. Quorum at general meetings

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. The absence of a quorum does not prevent the appointment of a chairman in accordance with the articles, which shall not be treated as part of the business of the meeting. Where there are two (2) or more members of the Company present in person or by proxy, there shall be a quorum. In the event of a corporation being beneficially entitled to the whole of the issued ordinary share capital of the Company or there being only one (1) member of the Company, one (1) person representing such corporation or the sole member shall be a quorum and shall be deemed to constitute a Meeting. For the

purpose of this regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.

87. If quorum not present meeting adjourned or dissolved

If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following such public holiday), at the same time and place or to such other day and at such other time and place as the Directors may determine, but if a quorum is not present within fifteen (15) minutes from the time appointed for holding the adjourned meeting the member or members present at the adjourned meeting shall form a quorum.

88. Chairman of general meeting

The chairman of the Directors, if any, or in his absence the deputy chairman of the Directors, if any, shall preside as chairman at every general meeting, but if there be no such chairman or deputy chairman, or if neither of them be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall decline to take or shall retire from the chair, the Directors present shall choose one of their number to act as chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one (1) of their own number to act as chairman at such meeting.

89. Notice of adjournment to be given

The chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

90. Members' resolution in writing

A resolution in writing signed by all the members of the Company or their agents authorised in writing shall (except where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the members duly convened and held, and such resolution may consist of several documents in like form each signed by or on behalf of one (1) or more members. In the case of a corporate body which is a member of the Company such resolution may be signed on its behalf by any one (1) of its directors or by any person (whether identified by name or by reference to the holding of any particular office) duly authorised by such corporate body by a resolution of its directors or other governing body or by Power of Attorney to sign resolutions on its behalf.

91. How resolutions decided

(1) At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person, unless a poll is demanded (before or upon the declaration of the result of a show of hands):-

(a) by the chairman of the meeting;

- (b) by at least five (5) members present in person or by proxy and entitled to vote thereat;
- (c) by any member or members present in person or by proxy representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

A proxy shall be entitled to vote on a show of hands on any question at any general meeting.

- (2) Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the chairman that a resolution has been carried or lost or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number, proportion or validity of the votes, recorded in favour of or against such resolution.

92. Authority of proxy to demand poll

The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Article, a demand by a person as proxy for a member shall be the same as a demand by the member.

93. Error in vote count

If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

94. Poll to be taken as chairman shall direct

If a poll is duly demanded it shall be taken in such manner as the chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll.

95. Time frame for taking poll

Subject to Article 91, a poll demanded on any question shall be taken either at once or at such time and place as the chairman directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded.

96. Continuance of meeting despite poll

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

97. Poll may be withdrawn and notice must be given if not taken immediately

The demand for a poll may be withdrawn, and notice must be given of a poll not taken immediately.

VOTE OF MEMBERS

98. Rights and votes of members

(1) Subject to Article 57 and any special rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.

(2) Subject to Article 57 and any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a member or a member's representative, or holder of preference shares or proxy or attorney or other duly authorised representative shall have one (1) vote and in the case of a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one (1) vote for every share held by him upon which all calls due to the Company have been paid. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses on a poll in the same way. Subject to Article 57, the shares held or represented by a member present in person or by proxy or by attorney or other duly authorised representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors.

(3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such 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. Corporation as member

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

100. Votes of joint-holders

Subject to the Central Depositories Act and the Rules, when there are joint-holders of any share, any one (1) of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one (1) of such

joint-holders be present at any meeting personally or by proxy, the person whose name stands first on the Register or to the extent permissible under the Central Depositories Act and the Rules, on the Record of Depositors in respect of such share shall alone be entitled to vote in respect thereof.

101. Votes of lunatic, deceased or bankrupt member

- (1) Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one (1) of such person may vote either personally or by proxy or by attorney Provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than four (4) days before the time appointed for holding the meeting.
- (2) The legal personal representative of a deceased member or the person entitled under Article 53 to 56 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that at least forty-eight hoursdays before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.

102. Member in default

No member shall be entitled to be present or to vote at any general meeting or to exercise any privilege as a member nor be counted as one of the quorum unless all calls or other sums immediately payable by him in respect of shares in the Company have been paid.

103. Time for Objection

No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman at the meeting, whose decision shall be final and conclusive.

104. Casting of votes by member

On a poll, votes may be given either personally or by proxy or attorney, and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

105. Instruments of proxy

- (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company and for the avoidance of doubt, there shall be no restriction as to the qualification of the proxy.
- (2) The Company shall be entitled and bound:-

- (a) to reject any appointment of proxy if the member is not shown to have any shares entered against his name in the Register and/or subject to Article 57, the Record of Depositors made available to the Company;
- (b) to accept as the maximum number of votes which in aggregate the proxy appointed by the member is able to cast on a poll the aggregate number of shares which is entered (i) against the name of that member in the Register and/or subject to Article 57, the Record of Depositors made available to the Company or (ii) in the case of a member who is a Depositor and an Authorised Nominee, against the Securities Account number and name of the beneficial owner for whom the Authorised Nominee is acting as shown in the Record of Depositors made available to the Company whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that member;
- (c) where a member of the Company is an Authorised Nominee, to accept the appointment of one (1) proxy in respect of each Securities Account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an Authorised Nominee may be made separately or in one instrument of proxy and specify the Securities Account number and the name of the beneficial owner for whom the Authorised Nominee is acting; and
- (d) where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

106. Form of proxy

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

[ASTRO MALAYSIA HOLDINGS BERHAD]

I/We,----- NRIC No./Company No. -----of ----- and telephone no. ----- being a member of [Astro Malaysia Holdings Berhad] (the "Company"), hereby appoint NRIC No.----- of ----- or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy/proxies to vote for me/us on my/our behalf at the annual or extraordinary, as the case may be] general meeting of the Company, to be held at ----- on ----- or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast

Agenda	For	Against

Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as *he/*she/*they may think fit.

If appointment of proxy is under hand Signed by *individual member/*officer or attorney of member/*authorised nominee of (beneficial owner)	No of shares held :..... Securities Account No: (CDS Account No.) (Compulsory) Date :	The proportions of my/our holding to be represented by my/our proxies are as follows:- First Proxy No. of Shares :
If appointment of proxy is under seal The Common Seal of was hereto affixed in accordance with its Articles of Association in the presence of:- Director/Secretary in its capacity as *member/*attorney of member/ *authorised nominee of(beneficial owner)	Seal No of shares held :..... Securities Account No: (CDS Account No.) (Compulsory) Date :	Percentage :% *in favour of/against the resolution Second Proxy No. of Shares : Percentage :% *in favour of/against

**Note :Save as provided in Article 105(2)(c) and 105(2)(d), each member shall not be permitted to appoint more than two (2) proxies to attend the same meeting.*

Signed this day of ,

*Strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he thinks fit.

107. Instrument of proxy to be duly executed

An instrument appointing a proxy shall -

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

The Directors may, but shall not be bound to, require evidence of the authority under which the instrument was signed by any such attorney or officer.

108. Deposit of proxy

The instrument appointing a proxy shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

109. Validity of proxy

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or

adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used.

DIRECTORS

110. First Directors

- (1) The first Directors of the Company shall be Goh Tau Si and Wong C-Yeen.
- (2) Until otherwise determined by the Company in general meeting the number of Directors shall not be less than three (3) nor more than fifteen (15).

111. Rotation and retirement of Directors

- (1) At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third, shall retire from office Provided Always that all Directors including managing Director and executive Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. An election of Directors shall take place each year.
- (2) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agree among themselves) be determined from among them by lot.

112. Nomination of Director

A retiring Director shall be eligible for election but save as aforesaid and as provided in Article 118 no person shall be eligible for election as a Director at a general meeting unless a notice of intention to propose his election signed by a member or a notice of his consent signed by himself has been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the meeting 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 every candidate for election shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place.

113. When retiring Directors deemed re-elected

The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re- election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.

114. Election of Directors

At a general meeting at which more than one (1) Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two (2) or

more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.

115. Company may increase or reduce number of Directors

The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

116. Alternate Directors

(1) A Director may appoint any other person approved by a majority of his co-Directors to act as his alternate PROVIDED THAT any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall not be required to hold any shares in the Company but shall be entitled to receive notices of all meetings and to attend, speak and vote, and be counted for the quorum, and generally to exercise all powers, rights, duties and authorities of the Director appointing him, at any such meeting at which the Director appointing him is not present. For the avoidance of doubt, an alternate Director may not vote nor attend any meeting at which the Director appointing him is present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.

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

(3) Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him.

117. Removal of Directors

The Company may by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provisions of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

118. Directors' power to fill casual vacancies or appoint additional Directors

The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following

annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

119. Remuneration of Directors

Unless otherwise determined by an ordinary resolution of the Company in general meeting, the total fees of all of the Directors in any year (excluding amounts payable under any other provision of these Articles) shall be a fixed sum not exceeding in aggregate RM6,000,000.00 and (unless otherwise determined by an ordinary resolution of the Company in general meeting) such fee shall be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fee related to the period during which he has held office provided always that:

- (1) fees payable to non-executive Directors shall be by a fixed sum of money and not by a commission on or percentage of profits or turnover;
- (2) remuneration payable to Director(s) holding executive position(s) under Article 148(1) may not include a commission on or percentage of turnover;
- (3) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (4) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

120. Payment of expenses

- (1) The Directors (including alternate Directors) shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committees of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. In addition to the foregoing, a Director shall be entitled to such reasonable fixed allowance as may be determined by the Directors in respect of any attendance at any meeting and/or the performance of any duty or other things required of him as a Director of the Company.
- (2) If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum by way of a fixed sum, or otherwise as may be arranged.
- (3) In case the Company be wound up for any reason or purpose whatsoever, a Director shall not be entitled to any compensation in respect of the period which elapses between the date of the said winding up and the date at which, if the Company has not been wound up, he would have retired under these Articles.
- (4) Any extra remuneration payable to:
 - i. a non-executive Director shall not include a commission on or percentage of profits or turnover; and

- ii. an executive Director shall not include a commission on or percentage of turnover.

121. Vacation of office of Directors

The office of Director shall, ipso facto, be vacated -

- (a) upon his attainment of the age of seventy (70) years, subject to Section 129 of the Act;
- (b) if he ceases to be a Director by virtue of the Act;
- (c) if he resigns his office by notice in writing under his hand sent to or left at the Office;
- (d) if he shall have been absent from more than fifty per centum (50%) of the total meetings of the Directors held from the date of his election or appointment to the end of any financial year of the Company (whether or not an alternate Director appointed by him attended) unless otherwise exempted by the Exchange on application by the Company;
- (e) if he has absented himself (such absence not being absence with leave or by arrangement with the Directors) from meeting of the Directors for three (3) months in succession, and his alternate Director (if any) shall not during such period have attended in his stead and the Directors pass a resolution that he has by reason of such absence vacated office;
- (f) if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- (g) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- (h) if he has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally or becomes bankrupt during his term of office;
- (i) if he becomes prohibited from being a Director by reason of any order made under the provisions of the Act or contravenes Section 130 of the Act.

If the office of a Director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the Board.

POWERS AND DUTIES OF DIRECTORS

122. General power of Directors to manage Company's business

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of the Memorandum and Articles of Association of the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

123. Cases where prior approval in general meeting of Company is required

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

- (1) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; or
- (2) exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- (3) enter into any arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

124. Power of Directors to borrow money

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any— third party.
- (2) The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- (3) If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

125. Benefits to those who serve the Company and to members

The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have, been at any time in the employment or service of the Company or any subsidiary company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any subsidiary company, or the wives, widows, families or dependents of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in general meeting.

126. Power to appoint attorneys

The Directors may from time to time, and at any time, by power of attorney under seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (which shall not exceed those vested in or exercisable by the Directors under these Articles and which shall not be such that the Directors are divested of the control and management of the Company's affairs) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may be made in favour of any corporation or of the members, Directors, nominees or managers of any corporation or firm or otherwise in favour of any fluctuating body of persons, whether nominated, directly or indirectly, by the Directors and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit. Any such attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

127. Signatures on cheques and bills

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

128. Director may hold any other office or place of profit

A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit or as vendor, purchaser or in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to be avoided, nor shall any Director so contracting or being so interested liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 131 and 132E and all other relevant provisions of the Act and these Articles are complied with.

129. Right to payment for professional services

Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

MINUTES AND REGISTERS

130. Minutes

The Directors shall cause minutes to be duly entered in books provided for the purpose –

- (1) of all appointments of managers and secretaries;

- (2) of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
- (3) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and
- (4) of all orders made by the Directors and any Committee of Directors

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

131. Keeping of registers

The Company shall in accordance with the provisions of Section 141 of the Act keep at the Office a register containing such particulars with respect to the Directors, managers and secretaries of the Company as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such register and of the date of such change.

PROCEEDINGS OF DIRECTORS

132. Meetings of Directors

The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceeding as they think fit.

133. Quorum

The quorum necessary for the transaction of the business of the Directors shall be two (2).

134. Competency of quorum present

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. The chairman shall not have a casting vote.

135. Meeting by conference telephone

A member of the Board, or of a committee of the Board, may participate in a meeting of the Board or the committee by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The 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.

136. Powers of continuing Directors during vacancy

The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles the continuing Director or Directors may act for the purpose of increasing the number of Directors to such minimum number or of summoning a general meeting of the Company, but for no other purposes except in an emergency.

137. Notice of Board Meetings

A Director may, and the Secretary at the request of a Director shall, summon a Board meeting at any time. Notice of a board meeting is deemed to be duly given to a Director if it is given to him personally or by electronic communication to an address given by him to the Company for that purpose or sent in writing to him at his last-known address or another address given by him to the Company for that purpose. A Director may waive the requirement that notice be given to him of a Board meeting, either prospectively or retrospectively provided that the waiver is made and signed by the Director in writing. A Director absent or intending to be absent from Malaysia may request that notices of Board meetings during his absence be sent in hard copy form or by electronic communication to him at an address given by him to the Company for that purpose. If no request is made (and/or if no such non-Malaysian address is given) it is not necessary to give notice of a Board meeting to a Director who is absent from Malaysia.

138. Directors may elect and remove a chairman

The Directors may from time to time elect and remove a chairman and deputy chairman of the Board and determine the period for which they are respectively to hold the office. The chairman so elected, or in his absence the deputy chairman, shall preside at all meetings of the Directors but if no such chairman or deputy chairman be elected, or if at any meeting the chairman or deputy chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as chairman of such meeting.

139. Disclosure of Director

Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.

140. Director not to vote in contracts where he has an interest

No Director may vote in respect of any other contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that company or as a holder of shares or other securities in that other company.

141. Director may be counted in quorum notwithstanding his interest

A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement, in which he is in any way interested provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.

142. Voting right of Director

A Director may be or become or continue to be a director, managing director, manager or other officer or member of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such

Director shall be accountable to the Company for any remuneration or other benefits received by him as a director, managing director, manager or other officer of or member of, or from his interest in, such corporation, whether as a nominee of the Company or otherwise, unless the Company otherwise directs at the time of his appointment. The Director may, provided that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles, exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by him as director of such other corporation in such manner and in all respects as he thinks fit but a Director may not vote in favour of the exercise of such voting rights in the manner as aforesaid, if he may be, or is about to be appointed, a director, managing director, manager or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

COMMITTEES OF DIRECTORS

143. Power to establish committees etc

The Directors may establish any committees, local Boards or agencies for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any persons (whether or not a Director) to be members of any such committee or local Board, or any managers or agents, and may fix their remuneration, and may delegate to any such committee, local Board, manager or agent any of these powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorize the members of any such committee or local Board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith without notice of any such annulment or variation shall be affected thereby.

144. Meetings and proceedings of committees

The meetings and proceedings of any such committee consisting of two (2) or more members (whether or not a Director) shall be governed by the terms of reference prescribed by the Board (if any). Where the Board resolves to delegate any of its powers, authorities and discretions to a committee and that resolution states that the committee shall consist of any one or more unnamed directors, it is not necessary to give notice of a meeting of that committee to directors other than the director or directors who form the committee and in the absence of such terms of reference, the provisions herein contained for regulating meetings and proceedings of Directors shall in so far as possible apply to meetings and proceedings of any such committee.

145. Chairman of Committee

A committee, local board or agency may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting, the Chairman is not present within thirty (30) minutes after the time appointed for holding of the meeting, the members present may choose one (1) of their number to be the Chairman at the meeting.

VALIDATION OF ACTS OF DIRECTORS

146. Validity of acts of Directors

All acts bona fide done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director, local Board or agency shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they, or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee, local Board or agency as aforesaid and had been entitled to vote.

CIRCULAR RESOLUTIONS

147. Resolutions signed by Directors to be valid

A resolution in writing signed or approved by letter, electronic mail, telegram, telex or telefax or by all the Directors who may be present in Malaysia and by all Directors who may be absent from Malaysia and who have supplied the Secretary an address for the giving of notices to them while they are so absent, and who are sufficient to form a quorum, but other than any Director who is precluded or prohibited from voting on the resolution in question by reason of these Articles or any applicable law, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present in Malaysia and has not supplied to the Secretary an address for the giving of notices to him while he is not so present but has an alternate who is so present, then such resolution shall be signed by such alternate. All such resolutions shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

EXECUTIVE OFFICER(S)

148. Executive officer

- (1) The Board may from time to time appoint any one or more of their body to be the holder of any executive office or position (including but not limited to the office of Chief Executive, managing director, joint managing director, assistant managing director or chief financial officer) for such period and upon such terms as it thinks fit.
- (2) The appointment of any Director to an executive position under Article 144(1) shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
- (3) The Board may entrust to and confer upon such Director(s) appointed to an executive position under Article 148(1), any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers, provided always that the Chief Executive and/or the managing director shall be subject to the control of the Board.

149. Remuneration of executive officer

The remuneration of the Directors appointed to an executive position under Article 148(1), subject to the terms of any agreement entered into in any particular case, may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement. The remuneration of the Director(s) appointed to an executive position under Article 148(1) shall be determined by the Board or any committee authorised by the Board and can either be in addition to or in lieu of his/their fees as a Director.

ASSOCIATE DIRECTORS

150. Power of Directors to appoint associate directors

The Directors may from time to time appoint any person or persons to be an associate Director or associate Directors and may from time to time cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person or persons so appointed and the number of associate Directors that the Company may have from time to time and at any time. Any person or persons so appointed shall not be required to hold any shares to qualify for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

THE SECRETARY

151. Appointment of Secretary

The first Secretary is Liew Wei Yee, Sharon (LS 7908). The Secretary shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and any Secretary so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with the Company. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.

SEAL

152. Formalities of affixing seal

The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall be signed by at least two (2) Directors or by one (1) Director and by the Secretary or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.

153. Share seal

The Company may also have a share seal pursuant to Section 101 of the Act.

SEAL FOR USE ABROAD

154. Power to have official seal for use abroad

The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register.

RESERVES

155. Power to carry profit to reserve

The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund, which shall at the discretion of the Directors be applicable for meeting contingencies or for providing for depreciation, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or shall with the sanction of the Company in general meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of these Articles) and from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

DIVIDEND

156. Payment of dividends

The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly.

157. Amount of dividend

No dividend shall be paid otherwise than out of profits of the Company and no dividend shall be paid in excess of the amount recommended by the Directors.

158. Apportionment of dividends

Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends is paid, but no amount paid or credited as paid on a share in advance of calls shall, whilst carrying interest pursuant to Article 31, be treated for the purposes of this as paid on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly.

159. Interim dividends

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

160. Power to retain dividends

- (1) The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
- (2) The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

161. Dividends shall not bear interest

Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, any dividend or other monies payable on or in respect of any share shall not bear interest against the Company.

162. Asset, business or property bought by the Company

Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

163. Power to retain dividends in respect of transmission of shares

The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

164. Unclaimed dividends

All dividends unclaimed for more than one (1) year after having been declared may be disposed off in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect

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

165. Transfer does not affect right to dividends declared before registration

A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer provided that any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's registrar pursuant to the Rules for the purpose of determining the Depositors who are entitled to the dividends declared.

166. Receipt of dividends

The receipt of a single person appearing in the Register and/or the Record of Depositors to be the holder of any shares and where several persons appear in the Register or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors to be the joint-holders of any shares the receipt of any one of such joint-holders shall be a sufficient discharge to the Company for any dividend or other moneys payable in respect of such shares.

167. Payment procedure

Any dividend or other sum payable by the Company in respect of a share may be paid by directly crediting the shareholders' dividend entitlements into their bank accounts by way of electronic bank transfer or cheque or warrant sent by post addressed to the holder at his registered address as it appears in the Register or the Record of Depositors or, in the case of joint-holders, addressed to the holder whose name stands first in the Register in respect of the share at his address as it appears in the Register or addressed to such person and at such address as the holder or joint-holders may in writing direct. Every cheque or warrant shall, unless the holder or joint-holders otherwise direct, be made payable to the order of the holder whose name stands first in the Register or the Record of Depositors in respect of the shares, and shall be sent at his or their risk and payment of the cheque or warrant by a bank on which it is drawn shall constitute a good and full discharge to the Company. In addition, any such dividend or other sum may (subject to any restrictions which may be imposed by applicable law) be paid by any bank or other funds transfer system or such other means and to or through such person as the holder or joint-holders may in writing direct, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or where it has acted on any such directions. Any one of two or more joint-holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by them. Where a person is entitled by transmission to a share, any dividend or other sum payable by the Company in respect of the share may be paid as if he were the holder of the share and his address noted in the Register or Record of Depositors were his registered address.

168. Payment of dividend in specie

Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in, any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No

distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any member.

CAPITALISATION OF PROFITS

169. Capitalisation on recommendation of Directors

The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

170. Appropriations and allotments

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

ACCOUNTS

171. Accounts to be kept

The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 167(4) of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

172. Presentation of accounts

- (1) The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited accounts, the Directors' and auditors' reports (the "Documents") shall not exceed four (4) months. A copy of each of the Documents in printed form or in CD-ROM form or in such other form or electronic media or means or any combination thereof shall not less than twenty one (21) days (or such other shorter period as may be agreed by all members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of the Documents as may be required by the Exchange shall at the same time be likewise sent to the Exchange provided that this Article shall not require a copy of the Documents to be sent to any person of whose address the Company is not aware but any member to whom a copy of the Documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
- (2) Notwithstanding subsection (1) above, a member of the Company shall at all times have the right to request for a hard copy of the Documents to be sent to them.

173. Directors not bound to publish any securities or investments of the Company

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

AUDIT

174. Appointment of auditors

Auditors shall be appointed in accordance with Sections 8 and 9 of the Act and their duties regulated in accordance with Sections 172 to 175 of the Act.

175. Auditors right to receive notices of and attend and speak at general meetings

The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors.

LANGUAGE

176. Accounts to be kept in English or Malay language

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

DESTRUCTION OF DOCUMENTS

177. Power to destroy documents, etc

The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one (1) year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one (1) year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the Register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:-

- (1) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;
- (2) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and
- (3) reference in this Article to the destruction of any document include references to its disposal in any manner.

AUTHENTICATION OF DOCUMENTS

178. Authentication of documents

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

NOTICES

179. Service of notices

- (1) A notice or other document shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such member or Director at his registered address as appearing in the Register or the register of Directors and the Records of Depositors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. A notice or other document to be served on a member with an address outside Malaysia shall be forwarded by airmail or any speedier form of transmission permitted by law.

- (2) Notwithstanding Article 179(1) and subject to the requirement of Article 79 and the Listing Requirements, the Company may serve notice on a member by way of electronic communication or by means of publication of the notice or other document at the Company's website.

180. Proof of service

- (1) In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.
- (2) A notice, document or information served sent or supplied by electronic communication to an address specified for the purpose by the member or director is deemed to have been given to or received by the intended recipient twenty four (24) hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent.
- (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website.
- (4) A notice, document or information served by means of publication in at least one nationally circulated Bahasa Malaysia or English daily newspaper or in writing to the Exchange shall be deemed to have been given or received by the intended recipient when it was first published in such daily newspaper or the Exchange's website.

181. Service of notices by telefax etc

A notice or other document may also be served by the Company or the Secretary on any member or Director by transmitting it by telefax or by telex with confirmed telex answerback (with postage prepaid air mail confirmation) to such member or Director at the telefax or telex number of such member or Director appearing in the Register or the Record of Depositors or the Register of Directors or specified by such member or Director to the Company or the Secretary as such member's or Director's telefax or telex number for the time being in the case of telex messages and at the telefax number appearing in the Register or the Record of Depositors or the Register of Directors or specified by such member or Director to the Company or the Secretary as such member's or Director's telefax number for the time being in the case of telefax messages.

182. Service of notices in respect of joint holdings

With respect to any share to which persons are jointly entitled, all notices shall be given to the person first named in the Register or to the extent permissible under the Central Depositories Act and the Rules, in the Record of Depositors and any notice so given shall be sufficient notice to all the holders of such share.

183. Service of notices after death or bankruptcy of member

Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and address being entered in the Register or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company and the Central Depository such evidence as the Directors may reasonably require, and as the Central Depository may require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such

address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

184. Service of notice on deceased member

Subject always to the provisions of Article 179, any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.

185. Notice of general meeting

- (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to –
 - (a) every member at his registered address as appearing in the Register or Record of Depositors for the purpose of dispatching notice of general meeting;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the auditor for the time being of the Company; and
 - (d) the Exchange.
- (2) Save as otherwise provided in these Articles or in the Act, no other person shall be entitled to receive notice of general meetings.
- (3) Any notice served on behalf of the Company or of the Board shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

186. Distribution of assets in specie

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

187. Proportionate distribution of assets

Save that this Article shall be without prejudice to the rights of holders of shares issued upon special terms and conditions the following provisions shall apply:-

- (1) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the shares held by them respectively; and
- (2) If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

188. Liquidator's remuneration subject to approval of members

On a voluntary winding up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the members in general meeting. The amount of such commission or fee shall be notified to all members not less than seven (7) days before the meeting at which it is to be considered.

SECRECY CLAUSE

189. Member not entitled to information of the Company

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

INDEMNITY

190. Indemnity to officers

Subject to the provisions of the Act, every Director, appointed to an executive position under Article 148(1), agent, auditor, Secretary and other officer for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them and every of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, trust, except such (if any) as they shall incur or sustain, by or through their own wilful default or default respectively, including defending any proceedings, civil or criminal, whether in court or otherwise or which relate to anything done, concurred in or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such or omission in which relief is granted to him by the court. None of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipts for the sake of conformity or for any bankers or person with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody; or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the

execution of their respective offices, trusts, or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

RECONSTRUCTION

191. Power of Directors or liquidators

On the sale of the undertaking of the Company, the Directors or the liquidators on a winding up may, if authorized by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding up), may distribute such shares or securities, or any property of the Company amongst the members without realisation, or vest the same in trust for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 270 of the Act as are incapable of being varied or excluded by these Articles.

EFFECT OF THE LISTING REQUIREMENTS

192. Effect of the Listing Requirements

- (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.

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

Names, Addresses & Description of Subscribers

GOH TAU SI
NRIC NO: 501229-08-5504 Chartered Secretary
46 JALAN 1/124A
TAMAN CONNAUGHT
CHERAS, 56000 KUALA
LUMPUR

WONG C-YEEN
NRIC NO: 781027-14-5264 Assistant Company Secretary
46, JALAN 1/124A, TAMAN
CONNAUGHT
CHERAS, 56000 KUALA
LUMPUR

Dated the 9 February 2011

Witness to the above signatures:- JEFFREY GERARD GOMEZ
IC NO. 590610-71-6077
Chartered Accountant
16-A (1st Floor)
Jalan Tun Sambanthan 3
Brickfields, 50470 Kuala Lumpur

Note: The names, addresses and description of the persons stated above are the subscribers to the Original Articles of Association of the Company.

Lodged by : Astro Malaysia Holdings Berhad (Company No. 932533-V)
Address : 3rd Floor, Administration Building, All Asia Broadcast Centre, Technology Park
Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur

Telephone no : Tel : 03-9543 6688