

THE COMPANIES ACT, 2016  
MALAYSIA

COMPANY LIMITED BY SHARES

**CONSTITUTION**

OF

**AFFIN HWANG INVESTMENT BANK BERHAD**  
**(COMPANY NO. 14389-U)**

Incorporated in Malaysia

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Incorporated on the 26<sup>th</sup> day of April, 1973

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Company No:

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The Memorandum of Association incorporated all the amendments made by the Company up to 28 January 2015.

**THE COMPANIES ACT, 1965**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**AFFIN HWANG INVESTMENT BANK BERHAD**

1. The name of the Company is AFFIN HWANG INVESTMENT BANK BERHAD.
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:-
  - (1) To do all acts and things of and incidental to the business of dealing in securities, dealing in derivatives and the businesses of and acting as stock and share brokers, futures brokers and investment bankers.
  - (2) To act as promoter, advisor, sponsor, market maker, guarantor, underwriter and manager in the restructuring exercise or any other form of corporate exercise undertaken by any Federal or State Government or bodies or by any company, corporation or association and/or in the issues and listing of any shares, stocks, bonds, options, warrants, debentures, loan stock and any other form of financial instruments issued by any Federal or State Government or bodies or by any company, corporation or association and to do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of acting as promoter, advisor, sponsor, market maker, guarantor, underwriter and manager and generally to act as investment and business consultants, representatives, agents, consultants and advisers in all spheres, fields and activities relating to its stockbroking, futures broking and investment banking businesses.
  - (3) To undertake fund management and unit trust businesses and to accept deposits, carry on lending activities, provide financial advisory and planning services, portfolio management, trading in forex and derivatives and to carry on business as capitalist, financier, underwriters and sureties, concessionaires and merchants for the promotion of the sale for cash or on credit or on an instalment plan, hire purchase, hire agreement or otherwise of vehicles goods, machinery wares and

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merchandise of any kind whatsoever, and to carry on, undertake and execute all kinds of financial, mining, commercial, trading and other operations and such transactions as may lawfully be undertaken and carry out any other business which may be capable of being carried on in conjunction with any of these objects.

The objects set forth in any sub-clause of this clause shall not be restrictively construed and the widest interpretation shall be given thereto; and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses of the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause and the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses but nothing in this Memorandum contained shall empower the Company to carry on any life assurance business or fire insurance business and nothing herein contained shall give the Company powers to do any act or thing contrary to the provisions of the Articles of Association, Rules of Bursa Malaysia Securities Berhad, Bursa Malaysia Derivatives Berhad or any guidelines and directives of Bank Negara Malaysia. The word "company" in this Clause shall be deemed to include any partnership or other body or persons, whether incorporated or not incorporated and whether domiciled in Malaysia or elsewhere.

4. The powers of the Company shall include the powers set forth in Section 19 of the Act and the Third Schedule and the following powers:-
- (1) To issue call warrants, bonds, notes, options, shares, stocks, debentures, debenture or loan stock and financial instruments of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company or upon any specified property and rights, present and future, of the Company otherwise howsoever.
  - (2) To acquire and hold memberships in other exchanges, trade associations and clearing houses as may be permitted by Bursa Malaysia Securities Berhad, Bursa Malaysia Derivatives Berhad and other relevant authorities.
  - (3) To acquire and hold memberships in other exchanges, trade associations and clearing houses as may be permitted by Bursa Malaysia Securities Berhad, Bursa Malaysia Derivatives Berhad and other relevant authorities.
  - (4) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or directors or past employees or directors of the Company or of its predecessors in business, or the dependents or connections of any such persons; and to grant

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pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable, patriotic or benevolent objects or for any exhibition or for any public, general or useful object.

- (5) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (6) To purchase, take on lease or in exchange, hire and otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easement, machinery, plant and stock in trade.
- (7) To purchase, subscribe for, underwrite, invest in, take or otherwise acquire and hold any shares, stocks, bonds, options, debentures, debenture stock, obligations or securities in or of any, company, corporation, public body, supreme, municipal, local or otherwise or of any Government or State, and to act as and perform all the functions of a holding company.
- (8) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (9) To lend and advance money or give credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company, to secure or undertake in any way the repayment of monies lent or advanced to or the liabilities incurred by any person or company.
- (10) To borrow or raise or secure the payment of money in such manner as the Company may think fit; and to secure the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such securities.
- (11) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (12) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- (13) To apply for, promote and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (14) To procure the Company to be registered or recognized in any country or place outside Malaysia.

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- (15) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property both movable and immovable and rights of the Company.
  - (16) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
  - (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions, for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
  - (18) To vest any property real or personal, movable or immovable and rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
  - (19) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.
  - (20) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
  - (21) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
5. The liability of the members of the Company is limited.
  6. The capital of the Company is RM1,500,000,000.00 divided into 1,500,000,000 shares of RM 1.00 each with the power for the Company to increase or reduce the said capital and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement or rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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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 our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
<p><b>HWANG SING LUE</b></p> <p>3 Concordia Road Penang</p> <p>Company Director</p>	SEVEN
<p><b>YUSOFF BIN DATO HAJI ALI</b></p> <p>169 Ayer Itam Road Penang</p> <p>Company Director</p>	ONE

Dated this 24th day of April, 1973

Witness to the above signatures:-

**ONG ENG KOOI**  
Approved Company Auditor  
Chartered Bank Chambers  
Penang

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The Articles of Association incorporated all the amendments made by the Company up to 31 July 2015.

**THE COMPANIES ACT, 1965**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**AFFIN HWANG INVESTMENT BANK BERHAD**

1. The Regulation 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.
2. In these Articles if not inconsistent with the subject or context:-
  - (a) "The Act" means the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.
  - (b) "The Company" means AFFIN HWANG INVESTMENT BANK BERHAD.
  - (c) "The directors" means the directors of the Company or the directors present at a duly convened meeting of directors at which a quorum is present.
  - (d) "The office" means the registered office for the time being of the Company.
  - (e) "The register" means the register of members to be kept pursuant to the Act.
  - (f) "The seal" means the common seal of the Company.
  - (g) "Secretary" means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.
  - (h) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
  - (i) Words importing 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.
  - (j) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1948 and 1967 (Consolidated and Revised 1989) and of the Act as in force at the date at which

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these regulations become binding on the Company.

3. The directors shall have regard to the restrictions on the commencement of business imposed by Section 52 of the Act, if, and so far as, those restrictions shall be binding upon the Company.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

4. The share capital of the Company at the adoption of these Articles is RM1,500,000,000.00 divided into 1,500,000,000 ordinary shares of RM1.00 each.
5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to the Act and these Articles shares in the Company may be issued by the directors and any such shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company by Special Resolution may direct or, if no such direction is given, as the director, shall determine.
6. Subject to the Act any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be redeemed.
7. After the issue of initial shares in the capital of the Company and subject to any direction to the contrary that may be given by the Company in general meeting by Special Resolution or unless otherwise agreed in writing by all the holders of all the issued share capital of the Company for the time being, all shares shall, before issue, 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 to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time (not being less than twenty-eight (28) days, unless all the members to whom the offer is being made otherwise agree) within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any shares which (by reason of the ratio which the shares bear to shares held by person entitled to an offer of shares) cannot, in the opinion of the directors, be conveniently offered under this Article.
8. 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 the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths (3/4) 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 the 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 two (2) persons at least holding or representing by proxy

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one-third (1/3) 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. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.
10. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten (10) per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one (1) way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
11. 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 conditions 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 or buildings or the provision of the plant.
12. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future, or partial interest in any share or unit of a share or (except only by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

### **CERTIFICATES**

13. Every person whose name is entered as a member in the register shall be entitled without payment to receive one (1) certificate under the seal in accordance with the Act for all his shares of each class or, upon payment of RM1.00 or such other sum as the directors shall determine for each additional certificate, or several certificates, each for one (1) or more of such shares. In respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one (1) of several joint holders shall be sufficient delivery to all such holders. Subject to any directions given by the directors from time to time regulating the issue of such certificates, all share and stock certificates debentures or debenture stock certificates shall be signed by one director and the Secretary and the seal shall be affixed to the same.

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## **LIEN**

14. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member (whether solely or jointly with others) for all money (whether presently payable or not) 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, if any, on a share shall extend to all dividends payable thereon.
15. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
16. To give effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

## **CALLS ON SHARES**

18. The directors may from time to time make calls upon the members in respect of any money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.
19. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed and may be required to be paid by instalments. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

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20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 8 per cent per annum as the directors may determine, but the directors shall be at liberty to waive payment of the interest wholly or in part.
21. Any sum which by the terms of issue of a share becomes payable on allotment or any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
22. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
23. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight (8) per cent per annum as may be agreed upon between the directors and the member paying the sum in advanced. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

#### **JOINT HOLDERS OF SHARES**

24. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-
  - (a) The Company shall not be bound to register more than four (4) persons as the holders of any share.
  - (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
  - (c) On the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to such share but the directors may require such evidence of death as they may deem fit.
  - (d) Any one (1) of such joint holders may give effectual receipts for any dividend payable to such joint holders.
  - (e) Only the person whose name stands first in the register as one (1) of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

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## TRANSFER OF SHARES

25. Subject to these Articles any member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register in respect thereof.
26. The instrument of transfer must be left for registration at the office together with such fee not exceeding RM1.00 as the directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.
27. The directors may in their absolute and uncontrolled discretion refuse to register any transfer of shares to any person whether a member of the Company or not without assigning any reason for such refusal. Subject always to the directors' said rights to refuse to register any transfer of shares the following provisions shall have effect:-
  - (a) Any share may be transferred by a member being a company or a liquidator of any member being a company in liquidation to any company which is its holding company or to any company or companies which is or are a subsidiary or associated company or companies of such member or of any company which is its holding company.
  - (b) Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company so long as any member or any person selected by the directors as one (1) whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value, which shall be determined as hereinafter provided.
  - (c) In order to ascertain whether any member or person selected as aforesaid is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall give a notice in writing (hereinafter described as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the directors.
  - (d) If the Company shall within sixty (60) days after service of a sale notice find a member or person selected as aforesaid willing to purchase any share comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound upon payment of the fair value to transfer the share to such purchasing member, who shall be bound complete the purchase within seven (7) days from the service of such last mentioned notice. The directors shall, with a view to finding a purchasing member, offer any

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shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined; and the directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted by a member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

- (e) In case any difference shall arise between the retiring member and the purchasing member as to the fair value of a share, the Auditor shall on the application of either party certify in writing the sum which in his opinion is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator and accordingly the Arbitration Ordinance shall not apply.
- (f) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the directors may authorise some person to execute a transfer of the shares to the purchasing member and may give a good receipt for the purchase price of such shares, and may register the purchasing member as holder thereof and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.
- (g) If the directors shall not, within the space of sixty (60) days after service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if, through no default of the retiring member, the purchase of any shares in respect of which such last mentioned notice shall be given shall not be completed within twenty-one (21) days from the service of such notice, the retiring member shall, at any time within six (6) months thereafter, be at liberty, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

- 28. If the directors decline to register any transfer they shall within one (1) month after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of the refusal.
- 29. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine not exceeding in the whole thirty (30) days in any year.
- 30. Subject to the provisions of these Articles the directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

#### **TRANSMISSION OF SHARES**

- 31. In case of the death of a member, the survivor or survivors where the deceased was a

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joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, 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.
33. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. 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 rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
34. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt; and where two or more persons are jointly to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be joint holders of the share.

### **FORFEITURE OF SHARES**

35. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
36. The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which 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 appointed the shares in respect of which the call was made will be liable to be forfeited.
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the

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payment required by the notice has been made, be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

38. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
39. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the shares (together with interest at the rate of eight (8) per cent per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.
40. A statutory declaration in writing that the declarant is a director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
41. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.
42. 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 share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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

43. The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination.
44. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
45. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such right privilege or advantage (except participation in the dividends and profits of the

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Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that right privilege or advantage.

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

### **ALTERATION OF CAPITAL**

47. The Company may from time to time by ordinary resolution:-
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (c) subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however 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 share from which the reduced share is derived;
  - (d) cancel shares which at the date of the passing of the resolution in that behalf 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.
48. All new shares created as a result of any increase or change in the Company's capital shall be subject to the same provision of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.
49. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner with, and subject to, any incident authorized and consent required by law.

### **GENERAL MEETINGS**

50. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time 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.
51. The directors may whenever they so decides by resolution convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as if referred to in Section 144 of the Act or, if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144, a meeting may be convened by the requisitionists

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themselves in the manner provided in Section 144 of the Act.

52. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
53. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance-sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.
54. 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, and that a proxy need not also be a member.
55. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at any such meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

56. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum. For the purposes of this Article "member" includes a person attending as a proxy or representing a corporation which is a member.
57. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the directors may determine, but if a quorum is not present at an adjourned meeting the members present shall be a quorum.
58. The Chairman, if any, of the board of directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one (1) of their number to be Chairman of the meeting.
59. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned

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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 adjourned meeting.

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman;
  - (b) by at least three (3) members present in person or by proxy;
  - (c) by any member or members present in person or by proxy and 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.

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

61. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
63. Subject to any 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 entitled to vote may vote in person or by proxy or by attorney or other duly authorised representative and every member present in person or by proxy or by attorney or other duly authorized representatives shall have one (1) vote for each share he holds.
64. In the case of joint holders the vote of the senior member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.
65. A member who is of unsound mind or whose person or estate is liable to be dealt with in

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any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.

66. No member shall be entitled to vote at any general meeting or upon any poll unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
67. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be formal and conclusive.
68. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
69. The instrument appointing a proxy shall be in the following form or in such other form as the directors may approve:-

AFFIN HWANG INVESTMENT BANK BERHAD

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy 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 on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_  
\* in favour of \_\_\_\_\_

This form is to be used ----- the resolution.  
against \_\_\_\_\_

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

70. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the 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.
71. A vote given in accordance with the terms of an instrument of proxy or attorney shall be

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valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

72. A corporation may by resolution of its directors or other governing body, if it is a member of the Company, authorize such person as it thinks fit to act as its representative either at a particular meeting or at all meetings of the Company or of any class of members, and a person so authorized 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 as the corporation could exercise if it were an individual member of the Company.

#### **DIRECTORS: APPOINTMENT, ETC.**

73. The persons hereinafter named shall be the first directors of the company:-

**HWANG SING LUE**  
**YUSOFF BIN DATO HAJI ALI**

All the above-mentioned shall become and be directors of the Company without election.

74. Until otherwise determined by general meeting the number of directors including a managing director shall not be less than five (5) or more than thirteen (13) but in the event of any casual vacancy occurring and reducing the number of directors below the aforesaid the continuing directors or director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company.
75. At the first annual general meeting of the Company and at the annual general meeting in every subsequent year one-third (1/3) 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 one-third (1/3), shall retire from office. A retiring director shall be eligible for re-election, but save as aforesaid no person other than a person whose election is recommended by the directors is eligible for election as a director at a general meeting unless a notice of intention to propose his election signed by a member and a notice of his consent signed by himself have been left at the office not more than one (1) month nor less than seven (7) days before the date appointed for the meeting.
76. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
77. The Company at the meeting at which a director so retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for the re-election of the director retiring at that meeting is put to the meeting and lost or some other person is elected a director in place of the retiring director, the retiring director shall, if offering himself for re-election and not

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being disqualified under the Act from holding office as a director, be deemed to have been re-elected.

78. At the 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 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.
79. 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.
80. 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 so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any directors 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.
81. The Company may by ordinary resolution of which special notice has been given in accordance with Sections 128 and 153 of the Act remove any director from office and appoint some person in place of a director so removed notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
82. The remuneration of the directors shall from time to time be determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. No remuneration shall be paid to both an alternate director and the director nominating him unless specifically authorised by the Company in general meeting. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.
83. If any director being willing and having called upon to do so by the other directors shall render or perform special or extraordinary services or travel or reside abroad for any business or purposes on behalf of the Company, he shall be entitled to receive such sum as the directors may think fit for expenses and also such remuneration as the directors may think fit, either as a fixed sum or as percentage of profits or otherwise, and such remuneration may, as the directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses of the Company.
84. The shareholding qualification for directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for directors shall be required. All directors shall be entitled to receive notice of and to attend all general meetings of the Company.
85. The office of director shall become vacant if the director:-

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- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director by reason of any order made under the Act;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (d) resigns his office by notice in writing to the Company;
- (e) is removed from his office of director by resolution of the Company in general meeting; and
- (f) is absent from more than 25% of the total Board of Directors meeting held during the financial year.

### **POWERS AND DUTIES OF DIRECTORS**

86. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such regulations, not being inconsistent with the aforesaid Articles or provisions, 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 that regulation had not been made.
87. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part 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 PROVIDED ALWAYS that nothing contained in these Articles shall authorise the directors to borrow any money or mortgage or charge any of the Company's or the subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.
88. The directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any subsidiary of the Company, or to any person who is or has been a director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, and the widow, family or dependants of any such person. The directors may also subscribe to any association or fund which they consider to be for the benefit of the Company or any such subsidiary or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such persons: 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

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disclosure to the members and the approval of the Company in general meeting.

89. The directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers.
90. The directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in, or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
91. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors from time to time determine.
92. The directors shall cause minutes to be made:-
- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
  - (b) of names of directors present at all meetings of the Company and of the directors; and
  - (c) of all proceedings at all meetings of the Company and of the 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.

93. The Company shall in accordance with the provisions of the Act keep at the office a register containing such particulars with respect to the directors and managers of the Company as are required by the Act, and shall from time to time notify the Registrar of any change in such register and of the date of change in manner prescribed by the Act.

### **PROCEEDINGS OF DIRECTORS**

94. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any director may at any time and the Secretary shall on the requisition of any of the directors summon a meeting of the directors. Meetings may be held by means of conference telephone, video or other similar communications equipment where all directors participating in that meeting can hear and communicate with each other. Such participation is deemed presence in person. The matters resolved during such meetings shall be subject to confirmation by the signature of the Chairman of that meeting on the minutes taken at such meeting.
95. Unless otherwise determined by the directors from time to time, notice of all directors'

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meetings shall be given to all directors and their alternates. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Malaysia or the countries of residence.

96. The quorum for the transaction of the business of the directors shall be three (3) or 50% of the total board members (whichever is higher) and a meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by directors generally.
97. The directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the directors present may choose one (1) of their number to be Chairman of the meeting.
98. Subject to these Articles questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
99. Every director shall comply with the provisions of Section 131 of the Act in connection with the disclosure of his interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a director of the Company.
100. A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.
101. A director may vote and be counted in a quorum at a meeting in respect of:-
  - (a) any arrangement for giving the director .himself or any other director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
  - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the director himself or any other director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

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- (c) any contract by the director himself or any other director to subscribe for or underwrite shares or debentures of the Company; or
  - (d) any contract or arrangement with any other company in which he is interested either or both as an officer of that other company or as a holder of shares or other securities in that other company.
102. Unless any of the other directors present disagree a director, who has complied with the section 131 of the Act, may vote in respect of any other contract or arrangement in which he is interested.
103. 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 whereat 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 of the Act.
104. A director of the Company may be or become a director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such corporation) and any director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed a director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### **ALTERNATE DIRECTORS**

105. (a) Each director shall not have power to nominate another director or any person, not being a director, to act as his alternate director except directors who are not residents of Malaysia and Singapore.
- (b) Any appointment so made may be revoked at any time by the appointer or by the majority of the other directors at a board meeting. Any appointment or revocation under this Article shall be effected by notice in writing to be delivered at the office of the Company.
- (c) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notices of all

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meetings of the directors and to attend and vote at any such meeting at which his appointor is not present.

- (d) One (1) person may act as alternate director to more than one (1) director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
- (e) If a director making any such appointment as aforesaid shall cease to be a director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.
- (g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

#### **COMMITTEES OF DIRECTORS**

- 106. 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 person or persons to be the member or members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency any of the powers, authorities and discretion vested in the directors, with power to sub-delegate, and may authorise the member or members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and the directors may remove any person so appointed, and may annul or vary any such delegation, but no persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- 107. Subject to any rules and regulations made pursuant to Article 106, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 108. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their number to be Chairman of the meeting.

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

- 109. All acts done by any meeting of the directors or of a committee of directors or by any

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person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such persons had been duly appointed and was qualified to be a director.

### **CIRCULAR RESOLUTIONS**

110. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held provided always that it is approved of in writing by at least two thirds (2/3) of the number of directors. Any such resolution may consist of several documents in like form, each signed by one (1) or more directors.

### **AUTHENTICATION OF DOCUMENTS**

111. 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 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 director as aforesaid.
112. A document purporting to be a copy of a resolution of the directors or an extract from the minutes of a meeting of the directors which is certified as such in accordance with the provisions of Article 111 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the directors.

### **MANAGING DIRECTORS**

113. The directors may appoint a managing director for any period not exceeding five (5) years if such appointment is for a fixed term, and on such terms as they think fit. A managing director, while holding that office, shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he ceases from any cause to be a director.
114. A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one (1) way and partly in another) as the directors may determine.
115. A managing director may at all times be subject to and under the control of the Board of directors. In addition to the powers conferred on the managing director pursuant to these Articles, the directors may entrust to and confer upon the managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as

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they may think fit, either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers and the managing director may delegate all or any of the powers so conferred upon him.

### **ASSOCIATE DIRECTORS**

116. The directors may from time to time appoint any person or such number of persons as they may from time to time think fit to be an associate director and may from time to time cancel any such appointment. The directors may fix, determine and vary the powers duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment and shall not have any right to attend or vote at any meeting of directors except by the written invitation and with the consent of a majority of the directors present at such meeting. Any such invitation to attend shall not be deemed to include an invitation to vote unless so specified in such invitation.

### **SECRETARY**

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

### **SEAL**

118. 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 (subject to the provisions of Article 13 in relation to share and debenture stock certificates and debentures) 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, as to which no person dealing with the Company shall be concerned to see or enquire and subject always to the provisions of Article 13 the seal shall be affixed in the presence of at least one (1) director and the Secretary, who shall sign every instrument to which the seal is affixed.

### **ACCOUNTS**

119. 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 authorized by the directors or by the Company in general meeting. 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 report as are referred to in the section.

### **AUDIT**

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

### **DIVIDENDS AND RESERVES**

121. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
122. The directors may if they think fit from time to time pay to the member 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 set bona fide they shall not incur any responsibility to the holders of shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any shares having deferred or non-preferential rights. The directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.
123. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
124. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
125. 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 or credited as paid on the shares in respect where of the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date that share shall rank for dividend accordingly.
126. The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
127. 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

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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.

128. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.
129. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.
130. Any dividend, interest or other money payable in cash in respect of shares may be paid by electronic payment, cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one (1) of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such electronic payment, cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such electronic payment, cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented. Any one (1) of two (2) or more joint holders may give effectual receipts for any dividends, bonuses or other money payable in respect of the shares held by them as joint holders.

### **CAPITALIZATION OF PROFITS**

131. 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, 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 (1) 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.
132. Whenever such a resolution as a aforesaid shall have been passed the directors shall

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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.

### NOTICES

133. Every member shall be entitled to have notices served upon him at his registered address.
134. A notice or other document may be served by the Company on any member either personally or by sending it through the post in prepaid letter addressed to such member at his registered address as appearing in the register.
135. All notices required to be given to the members shall with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
136. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
137. 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.
138. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the register as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.
139. (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to:-
  - (a) every member;
  - (b) every person entitled to a share in consequence of the death or bankruptcy of a

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member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and

- (c) the auditor for the time being for the Company.
- (2) No other person shall be entitled to receive notices of general meetings save that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders (if any) shall be complied with.

#### **WINDING UP**

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

#### **INDEMNITY**

141. Every director; managing director, agent, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connexion with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

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

**Names, Addresses and Description of Subscribers**

**HWANG SING LUE**

3 Concordia Road  
Penang

Company Director

**YUSOFF BIN DATO HAJI ALI**

169 Ayer Itam Road  
Penang

Company Director

Dated this 24th day of April, 1973

Witness to the above signatures:-

**ONG ENG KOOI**  
Approved Company Auditor  
Chartered Bank Chambers  
Penang