

THE COMPANIES ACT 2016

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PUBLIC COMPANY LIMITED BY SHARES

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MALAYSIA

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**MEMORANDUM**

And

**ARTICLES OF ASSOCIATION**

Of

**DIGI.COM BERHAD**

[Registration No. [199701009694 (425190-X)]]

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Incorporated on the 28th day of March, 1997

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PEJABAT PENDAFTAR SYARIKAT  
MALAYSIA

BORANG 9

AKTA SYARIKAT, 1965

No. Syarikat

425190 X

Seksyen 16 (4)

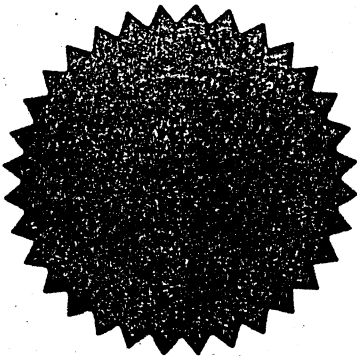
PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

Adalah diperakui bahawa

MUTIARA SWISSCOM SDN. BHD.

telah diperbadankan di bawah Akta Syarikat, 1965 pada dan mulai  
dari 28 haribulan Mac 1997, dan bahawa syarikat ini  
adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah  
sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur.  
pada 28 haribulan Mac 1997



ANUAR BIN SHAMAD  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 20  
AKTA SYARIKAT 1965  
[Seksyen 26 (3)]

No. Syarikat

425190	X
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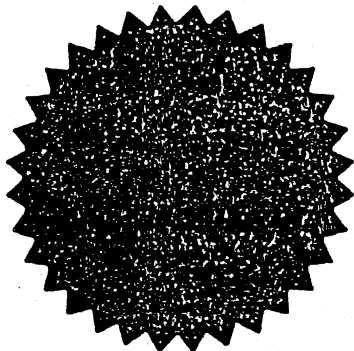
**PERAKUAN PEMERBADANAN ATAS PERTUKARAN  
MENJADI SYARIKAT AWAM**

Adalah diperakui bahawa  
MUTIARA SWISSCOM SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
28 haribulan Mac, 19 97, sebagai sebuah  
syarikat berhad menurut syer, telah pada 03 haribulan  
April, 19 97, bertukar menjadi suatu syarikat awam  
dan bahawa nama syarikat itu sekarang ialah

MUTIARA SWISSCOM BERHAD

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 03 haribulan April, 19 97.



RAJA HABIBAH BTE RAJA SAIDIN  
Penolong Pendaftar Syarikat  
Malaysia



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

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

No. Syarikat

425190	X
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PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT

Adalah diperakui bahawa

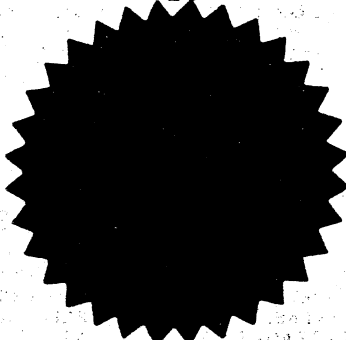
MUTIARA SWISSCOM BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
28 haribulan Mac, 1997, sebagai sebuah syarikat  
Awam, pada 16 haribulan Disember, 1998,  
telah menukar namanya kepada

DIGI SWISSCOM BERHAD

dan bahawa syarikat ini adalah sebuah syarikat Awam  
dan adalah sebuah syarikat berhad menurut Syer

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 16 haribulan Disember, 1998.



  
ANUAR BIN SHAMAD  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT

(Registry of Companies)

MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

425190

PERAKUAN PEMERBADANAN ATAS

PERTUKARAN NAMA SYARIKAT

Adalah diperakui bahawa

DIGI SWISSCOM BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada

28 hari bulan Mac

1997, sebagai sebuah syarikat

Awam, pada 18 hari bulan April tahun 2000,

telah menukar namanya kepada

DIGI.COM BERHAD

dan bahawa syarikat ini adalah sebuah syarikat Awam

dan adalah sebuah syarikat berhad menurut syer

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur

pada 18 hari bulan April tahun 2000

ANUAR BIN SHAMAD  
PENOLONG PENDAFTAR SYARIKAT

[Borang ini diterjemahkan oleh Peguam Negara Malaysia, menurut Pemberitahuan Undangan No. 12 tahun 1964]  
PN (SBK) 23 Pt. 11, P.S. 7/81 Jld. 21

**THE COMPANIES ACT 2016**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION  
OF  
DIGI.COM BERHAD**

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1. The name of the Company is DIGI.COM 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 carry on the business of an investment holding company and for that purpose to promote or form or assist in the promotion of formation of any company or companies subsidiary to this Company or otherwise and to undertake any of the business of a holding company and to acquire and hold for investment shares, stocks, debentures, debentures stock, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debentures stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissions, public body or authority supreme, Municipal, Local or otherwise and to acquire any such shares, stocks, debentures, debentures stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same.
  - (1A) To acquire and to take over the whole of the issued capital in Mutiara Telecommunications Sdn Bhd pursuant to a scheme of reconstruction whereby the Company will issue shares of the Company in exchange for the entire issued and paid-up capital in Mutiara Telecommunications Sdn Bhd.
  - (2) To develop and turn to account any land acquired by the company or in which the company is interested, and in particular by laying out and preparing the same for building purposes, constructing, decorating, maintaining, furnishing and fitting up buildings and by planting, paving, draining and improving buildings, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, and to sell such buildings either for cash or on instalments basis.
  - (3) To establish or take over and carry on trading business as general merchants, chandlers, suppliers, distributors, contractors, manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, shopkeepers, stockists, stores, storekeepers, factors and manufacturers of and dealers in foreign and local produce, manufactured goods, material and general merchandise.
  - (4) To enter into any contracts in relation to and to erect, construct, maintain, make, operate, own, alter, repair, pull down and restore either alone or jointly with any other companies or persons, works of all descriptions including wharves, docks, piers, railways, tramway, roads, bridges, warehouses, factories, mills, engines, machines, railway carriages and wagons, gas works, electric works, water works, drainage and sewage works and buildings of every description.
  - (5) To carry on the business of garage keepers and suppliers of and dealers in plants, electricity and other motive power to motor and other things.

- (6) To enter into any contracts in relation to and to erect, construct, maintain, make, operate, own, alter, repair, pull down and restore either alone or jointly with any other companies or persons, works of all descriptions including wharves, docks, piers, railways, tramway, roads, bridges, warehouses, factories, mills, engines, machines, railway carriages and wagons, gas works, electric works, water works, drainage and sewerage works and buildings of every description.
- (7) To hold shares or invest in, and to acquire, lease, promote or sell, and to manage, conduct or undertake the business of management or otherwise howsoever direct the operations of any business, company, corporation, firm of any other whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company.
- (8) To carry or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredges, prospectors, jobmasters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods lines matters and things including bricks, furniture, hardware, lime, metals, sands, stone, tiles, timber, terra cotta and all other building requisites, estate house or land agents.
- (9) To alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes.
- (10) To carry on business as exporters, importers, cultivators, winners sawmillers, and manufacturers of and dealers and traders in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products and by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacture, or processing of wood, timber, cane or other forest produce, plant matter or thing including coal, charcoal, paper plastics and other synthetic materials.
- (11) To carry on the business of manufacturers of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including card-boards, railway and other tickets, mill boards, and wall and ceiling papers and to carry on the business of stationers, lithographers and publishers.
- (12) To carry on any whatsoever form of business, trade or undertaking whether as principals, agents, sub-agents or consignee, and to deal in any form of produce, matter or thing.
- (13) To manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies, and garages, service stations, workshops and repair shops.
- (14) To obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licenses, leases, options, rights or privileges, for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gravels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, land, wolfram, copper, iron, oil, coal, or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licenses, leases, mines, lands, options, right or privileges and produce thereof.
- (15) To search for, win, get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other mineral substances, precious stones and any other produce of any mines or properties, vegetable and other produce and material and substances of all kinds, and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.

- (16) To construct, maintain, improve, develop, work, control, operate, and manage any waterworks, garages, and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways electric power, heat and light supply works, telephone works, motels, guest house, rest houses, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (17) To carry on business as tourist and travel agents and contractors, and to facilitate tourism and travelling, and to provide for tourists, travellers, holiday-makers and vacationers, and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, circular tickets, sleeping cars and berths, reserved places, and carriage and transport of all kind, including the hire of any form or system of transport.
- (18) To provide hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, travelling, holding, develop, promote, operate, manage, work and control holiday resorts and camps, vacation centres and to arrange, organise and manage, cruises journeys, tours, travels, trips, voyages and expeditions of all kinds, and to promote, organise and manage amusements, carnivals, cinemas, circuses, entertainments, exhibitions, expositions, fairs, festivals, playground, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums halls, pitches, pools, rings, rinks, stadium, tracks, and places thereof.
- (19) To carry on business as dealers and general merchants, exporters, and importers, general agents, and brokers, and to buy, sell manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently be dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores, and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business.
- (20) To carry on the business of planter, farmers, and cultivators of and dealers in rubber, oil palm, coconut, gutta percha, jelutong, latex, bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon tobacco, gambier, oil palms, cotton, flax, fruit trees, potatoes, root crops, mulberry and other trees for the production of silk, and all kinds of trees and plants.
- (21) To carry on business as farmers, dairy and poultry farmers and merchants, gaziers, cultivators, storekeepers, printers, newspapers proprietors, cattle breeders, stockmen, provision preservers, exporters and importers, brokers and to transact any and every description of agency, commission, commercial manufacturing, mercantile and financial business.
- (22) To manufacture, buy, sell, exchange and in any other whatsoever manner deal with, utilise or turn to account any matter, substance or thing including (but without prejudice to the generality of the foregoing) bone, copra, fertiliser, guano, manure, and all agricultural and farm produce.
- (23) To purchase, take on lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind.



- (24) To purchase, hire, sell, deal in, construct, equip, maintain, improve, repair, and use motor-cars, motor-lorries, motor-cycles, steam cars, steam wagons, tractors, air-ships, bicycles, carts, carriages, ropeways, cableways, high lead lines, cranes, and all other forms of craft, machine of vehicle, animals or material, either terrestrially, sub-terranously, or aerially and all tools and parts thereof and all other things proper to be used in connection therewith.
- (25) To carry on all or any of the business of barge owners, lightermen, stevedores, forwarding agents, and any other form of transport business, ice merchants, refrigerating-storekeeper, warehousemen, wharfingers and general traders.
- (26) To carry on the business of chemists, druggists, drysalters, oil and colourmen and importers, exporters and manufacturers of and dealers in all pharmaceutical, medicinal, chemical, industrial, and other preparations, articles and compounds, cements, oils, paints, pigments, and varnishes, drug, dye-ware paint and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials and to buy, sell, manufacture, refine, manipulate, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or in any way in connection therewith.
- (27) To apply for purchase or otherwise acquire, use, assign, sell and generally deal in patents, patent-rights, trade-marks, designs, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licenses, and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way.
- (28) To purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business.
- (29) To aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said businesses or capable of being taken or carried on so as directly or indirectly to benefit this Company.
- (30) To invest the capital of the Company and make advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale or assignment and whether subject to hire-purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same and generally to finance the carrying on of the hire-purchase business in all its branches.
- (31) To transact business as financiers, promoters and financial and monetary agents in any part of the world and for such purposes to establish agencies, and to appoint financial and managing agents and attorneys and to produce the Company to be registered or recognised.
- (32) To receive money on deposit or to borrow or raise money with or without security, or to secure the payment or repayment of money or the satisfaction, observance or performance of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fit and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the Company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a

floating charge upon present and future property including uncalled and called unpaid capital.

- (33) To lend and advance money or give credit to such person or companies and on such terms as may seem expedient, and in particular to customers, companies, corporation, firms and others having dealings with the Company, and to give guarantees or become surety and give security for any such persons or companies.
- (34) Subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest.
- (35) To carry on business as capitalists, financiers' concessionaries, miners and merchants and to guarantee or become liable for the payment of money or for the performance of any obligation and to undertake and carry on and execute all kinds of financial, mining, commercial, trading and other operations and to carry on any other business which may seem to be capable of being carried on in connection with any of these objects or be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (36) To advance, deposit, or lend money and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell bills, notes, warrants, coupons and other negotiable or transferable documents.
- (37) To transact and carry on all kinds of agency business and in particular to collect rents and debts and to negotiate loans to issue shares, stocks, debenture stocks.
- (38) To administer trust estate, and the estates of deceased, bankrupt or insolvent persons or the property of companies in liquidation or any other estates liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, custodian, guardian, treasurer, or any similar office, and to perform and discharge the duties of any such office for commission, or other remuneration, or otherwise.
- (39) To appoint any persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company, or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- (40) To promote or assist in the promotion of any company for the purpose of acquiring the undertaking of all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares debentures or debenture stock or securities of any such company and to subsidise or otherwise assist any such company.
- (41) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying oil or proposing to carry on any business which the Company is authorised to carry on or engage in or possessed or property suitable for the purpose of or that may be conducive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of shares, debentures, debenture stock or securities of the Company.
- (42) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so

as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.

- (43) To subscribe for, take, underwrite, purchase, or otherwise acquire and hold shares, debentures, debenture stock or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (44) To purchase, acquire, hold, sell shares, stocks, debentures, debenture stocks, bonds, obligations, and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body of authority supreme, municipal, local or otherwise, whether at home or abroad.
- (45) To invest with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (46) To sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (47) To sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company having objects altogether or in part similar to those of this Company.
- (48) To distribute any property of the Company whether upon a division of profits or a distribution of assets, among the members in specie or otherwise.
- (49) To enter into any arrangement with any governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such governments or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- (50) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (51) To draw, make, accept, endorse, discount, execute, and issue promissory note, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (52) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company, or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interests and dividends on any securities or obligations of any person or persons or any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitations) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary of the Company (as defined in Section 5 of the Companies Act, 1965) or an associated company.

- (53) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures, debenture stock or other securities of the Company or in or about the promotion formation, or business of the Company, or of any other company promoted wholly or in part by this Company.
- (54) To establish or aid in the establishment to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have any time been employed by the Company or its predecessors in business and the dependants or relatives of such person or persons.
- (55) To establish and/or support or to aid in the establishment and/or support of and to make donations or subscription to or to subsidise any whatsoever association, fund, institution, place of worship, school, society or any other body.
- (56) To make contributions and donations and in any other manner to give aid assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.

And it is hereby declared that the word “company” in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no wise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

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

Registration No.  
199701009694 (425190-X)

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

Names, Addresses & Description of Subscribers	Number of Shares taken by each Subscriber
HO MENG NRIC NO: 591023-10-5727 or 5776912 (B) The Forum 45-5-14 Jalan Inai 55100 Kuala Lumpur General Manager – Finance	One (1)
AHMAD SUHAIMI BIN HAMZAH NRIC NO: 681103-08-6131 or A1153034 (B) No 5 Jalan 3 Ampang Jaya 68000 Ampang Accounts Officer	One (1)
Total number of shares taken	Two (2)

Dated this 26th day of March, 1997

Witness to the above signatures:-

SU SWEE HONG  
(MAICSA NO: 0776729)  
[NRIC NO: 580809-08-5824 or 5576739 (B)]  
Level 17 Menara Shahzan Insas  
30 Jalan Sultan Ismail  
50250 Kuala Lumpur

**THE COMPANIES ACT 2016**  

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**COMPANY LIMITED BY SHARES**  

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**ARTICLES OF ASSOCIATION**  
**OF**  
**DIGI.COM BERHAD**  

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1. The Third Schedule of the Companies Act 2016 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

**INTERPRETATION**

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

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act 2016 or any statutory modification, amendment or re-enactment thereof.
These Articles	These Articles of Association as originally framed or as altered from time to time by special resolution.
The Company	Digi.Com Berhad.
The Directors	The Directors for the time being of the Company.
The Office	The registered office for the time being of the Company.
The Secretary	Any person or persons appointed to perform the duties of secretary of the Company and shall include any person or persons entitled to perform the duties of secretary temporarily.
The Register	The register of members to be kept pursuant to the Act.
The Seal	The Common Seal of the Company or in appropriate case the official seal or duplicate Common Seal.
The Stock Exchange	Bursa Malaysia Securities Berhad or such other names by which it may be known from time to time.
Market day	Any day between Mondays and Fridays which is not a market holiday of the Stock Exchange or public holiday.
Month	Calendar month.
Year	Calendar year.

Broadcast Venue	a physical venue in Malaysia where the Chairperson of the general meeting is physically present. The essential individuals may also be present at the broadcast venue to facilitate the conduct of a fully virtual general meeting subject to the rules, regulations and laws at that time specified therein.
Chairman	The Chair or Chairperson of the Company or of the Meeting.
Central Depositories Act	Securities Industry (Central Depositories) Act, 1991 as amended from time to time and includes any re-enactment thereof.
Depository	Bursa Malaysia Depository Sdn Bhd or such other names by which it may be known from time to time.
Depositor	A holder of a Securities Account.
Deposited Security	Shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.
Exempt Authorised Nominee	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
Main Venue	A primary physical venue in Malaysia where the Chairperson of the general meeting or any adjournment thereof is physically present.
Members	Any person for the time being holding one or more shares in the Company and whose names appear in the Register of Members (except Bursa Malaysia Depository Sdn Bhd), including Depositors whose names appear on the Record of Depositors.
Record of Depositors	A record provided by the Depository to the Company under chapter 24.0 of the Rules.
Rules	The Rules of the Depository for the time being in force and as amended from time to time.
Share Issuance Scheme	Means a scheme involving a new issuance of shares to the employees.
Securities Account	An account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.
Authorised Nominee	A person who is authorised to act as specified under the Rules.
Listing Requirements	The Main Market Listing Requirements of Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.
Major Shareholder	Major shareholder as defined in the Listing Requirements or any modification, amendment or re-enactment thereof for the time being in force.
Chief Executive	The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a Director.
Share	Issued share capital of a corporation and includes stock except where a distinction between stock and share is expressed or implied.

indemnify	Includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.
electronic address	Any address or number used for the purpose of sending or receiving documents or information by electronic means.
electronic communication	A document or information is sent or supplied by electronic communication if it is sent initially, and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.
electronic form	Document or information sent or supplied in electronic form are those sent by “electronic communication” or by any other means while in an electronic form whereby a recipient of such document or information would be able to retain a copy.
effect insurance	Includes pay, whether directly or indirectly, the costs of the insurance.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever;

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

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

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

## **SHARES**

3. The share in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights to distribution of capital or income deferred or other special rights, privileges, conditions and restrictions as to dividends, capital, voting or otherwise.
4. Subject always to the provisions of the Act and Article 49 hereof, the shares of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions with such preferred deferred or other special, limited or conditional voting rights or such restrictions whether in regard to dividend voting or return of share capital and at such time or times as the Directors may think fit PROVIDED HOWEVER that shares shall not be issued to transfer a controlling interest in the Company without the prior approval of shareholders in general meeting.
5. Article 4 shall be subject to the following restrictions, that is to say:-
  - (a) No Director shall participate in a Share Issuance Scheme unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.
  - (b) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles and in the resolution creating the same.



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| 6.  | The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.                                                                                                                                                                                                                                                                                                                                                                                       | Preferences shares                            |
| 7.  | Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or during the winding up of the Company or disposing of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six (6) months.                                                                                                                                  | Rights of preference shareholder              |
| 8.  | The Company (or the Directors on behalf of the Company) may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; Provided that such commission shall not exceed ten per cent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of the Act shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case the provisions of the Act shall be duly complied with.                                                                                                                         | Commission on subscription of shares          |
| 9.  | 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 lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act, and may charge the same to capital as part of the cost of construction of any works or buildings or the provision of any plant.                                                                                                                                                                                                                                                      | Interest on share capital during construction |
| 10. | If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Receipts of joint holders of shares           |
| 11. | No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Act required or pursuant to any Order of Court or the Central Depositories Act and the Rules.                                                                                                                                                                                                                                                                               | No trust recognised                           |
| 12. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue shares, despatch notices of allotment to the successful allottees and make an application for the quotation of such shares within such period as may be prescribed or allowed by the Stock Exchange. The registrar of the Company shall only issue jumbo certificates in respect of shares in favour of Bursa Malaysia Depository Nominees Sdn Bhd as he may be directed by the Securities Commission pending the crediting of shares into the Securities Account of the person entitled to such shares or as may be prescribed by the Central Depositories Act and the Rules provided always that every certificate issued shall be under the share seal of the Company. | Entitlements to share certificates            |
| 13. | The certificate of title to shares or debentures in the capital of the Company shall be issued under the Share Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signature of at least one Director and a second Director or the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares to which it relates and the amounts paid thereon.                                                                                                                                                                                                                                                                                                                                    | Share certificates                            |
| 14. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, persons entitled, purchaser, member-firm or member-company of the stock exchange on which the Company's shares are listed or on behalf of its/their client(s) as the Directors of                                                                                                                                                                                                                                                                                                        | New certificates may be issued                |

the Company shall require, and (in case of defacement or wearing out) on delivery of the old certificate, and in any case on payment of such sum not exceeding Ringgit Malaysia Three per certificate plus any stamp duties levied by the Government concerned as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person to whom such renewed certificate is given shall also bear such loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

#### LIEN

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| 15. | The Company shall have a first and paramount lien upon all the shares (not being fully paid shares) registered in the name of each member (whether solely or jointly with another) and upon all dividends from time to time declared in respect thereof and upon the proceeds of sale of such shares for all debts and liabilities paid discharged or incurred or to be incurred by the Company in respect of his share or on his account solely or jointly with any other person under or by virtue of any statute or legislative enactment in respect of such shares and also for or in respect of unpaid calls whether the period for the payment fulfilment or discharge thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 11 hereof is to have full effect. Such lien for or in respect of unpaid calls shall extend only to the specific shares on which such calls are for the time being unpaid and to all dividends from time to time declared in respect of such shares. Any money paid by the Company as aforesaid shall carry interest at current bank rates from the time of payment until repayment and such moneys and interest may notwithstanding such lien be recovered by action from such member or his legal representative as a debt due by such member or his deceased estate to the Company. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. | Lien on shares not fully paid up                                      |
| 16. | The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such times as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Lien may be enforced by sale of shares                                |
| 17. | The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                       |
| 18. | Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the Directors shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Directors may transfer and enter purchaser's name in share register   |
| 19. | No member shall be entitled to receive any dividend or exercise any privilege as a member in respect of any share upon which any calls for the time being due and payable shall be unpaid.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Members not entitled to privileges of membership until all calls paid |

#### CALLS ON SHARES

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| 20. | The Directors may, subject to the Act and provisions of the Listing Requirements, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that no call shall exceed one-fourth of the issued price of the share or be payable at less than thirty (30) days from the date fixed for the payment of the last preceding call, and fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors. | Directors may make calls |
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| 21. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.                                                                                                                                                                                                                                                                                                                                                                                                                                                             | When call deemed made                   |
| 22. | If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding 8 per centum per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.                                                                                                                                    | Interest on unpaid call                 |
| 23. | Any sum which, by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.                                                                                | Sums payable on allotment deemed a call |
| 24. | The Directors may from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.                                                                                                                                                                                                                                                                                                                                                                           | Difference in calls                     |
| 25. | The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits. | Call may be paid in advance             |

#### TRANSFER OF SHARES

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| 26. | The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding sections 105, 106 and 110 of the Act, but subject to subsection 148(2) of the Act and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.                                                                                                                                    | Transfer in writing and to be left at Office                                 |
| 27. | Subject to the provisions of the Central Depositories Act and the Rules:-<br><br>(1) The instrument of transfer of a share shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register and/or the Record of Depositors, as the case may, in respect thereof.<br><br>(2) No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. An instrument of transfer must be in respect of only whom share one class of shares. | Both parties must sign transfer<br><br>Person to whom share not transferable |
| 28. | Subject to the provisions of the Central Depositories Act and the Rules, the Company shall provide a book to be called "Register of Transfers" which shall be kept by the Secretary or such other person authorised by the Directors under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.                                                                                                                                                                                                                          | Register of Transfers to be provided                                         |
| 29. | Subject to the Act, provisions of the Central Depositories Act and the Rules, the Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, not being a fully paid share, and whether or not the Company claims lien on the same.                                                                                                                                                                                                                                                                                               | Directors may refuse registration of transfer                                |
| 30. | All instruments of transfer which shall be registered shall be retained by the Company. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration, unless the Directors suspect fraud.                                                                                                                                                                                                                                                                                                                        | Transfers to be retained                                                     |

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| 31.  | Such fee, not exceeding RM3/= or such sum as shall from time to time be fixed by the Stock Exchange for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Fees                                                                                                                                            |
| 32.  | The registration of transfers may be suspended at such time and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year. At least ten (10) market days' notice of such closure shall be given to the Stock Exchange stating the period and the purpose or purposes of such closure. The Company shall give notice to the Depository in accordance with the Rules to enable the Depository to prepare the appropriate Record of Depositors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Register of Transfers may be closed                                                                                                             |
| 33.  | <p>(a) There shall be no restriction on the transfer of fully paid securities of the Company except where required by law.</p> <p>(b) Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument or transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assignees alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p>No restriction on transfer of fully paid securities</p> <p>Non-liability for the Company's Directors and officers in respect of transfer</p> |
| 33A. | <p>Subject as hereinbefore provided, the Company shall be entitled to destroy:-</p> <p>(a) at any time after the expiration of 6 years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares or other forms of security of the Company which shall have been registered and all letters of request, renounced allotment letters, renounceable share certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the Register shall have been made and all records on microfilm or on any other system of data recording and storage.</p> <p>(b) at any time after the expiration of one year from the date of cancellation thereof, all registered certificates for shares or representing any other form of security of the Company (being certificates for shares or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and all mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and</p> <p>(c) At any time after the expiration of one year from the date of the recording thereof, all notifications of change of name or address.</p> <p>and it shall conclusively be presumed in favour of the Company that:-</p> <p>(i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;</p> <p>(ii) every certificate for shares or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and</p> <p>(iii) every other document hereinbefore mentioned so destroyed was a valid an effective document in accordance with the recorded particulars thereof in the books or records of the Company.</p> | Destruction of records                                                                                                                          |

Provided that:

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.
- (2) nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of provision (1) above are not fulfilled;
- (3) references herein to the destruction of any documents include references to the disposal thereof in any manner; and
- (4) any document referred to in Article 33A(b) and (c) may be destroyed at a date earlier than that authorised by this Article provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its production.

- 34A. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any, liability in respect of any share jointly held by him. Transmission of shares
- 34B. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person nominated by him registered as transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy. Provided always that where the share is a deposited security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the share is a deposited security and the person becoming entitled elects to have the share transferred to him, the aforesaid notice must be served by him on the Depository. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such share to his nominee. All the limitations, restrictions and provisions of these Articles relating to the right to transfer shares and the registration of transfer thereof 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 executed by that member. Death or bankruptcy of member and election of person entitled to be registered himself
35. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividend or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share. Person entitled may receive dividends without being registered as member, but may not vote
- 35A. Where:-
- (a) the securities of the Company are listed on another stock exchange; and
  - (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

#### JOINT HOLDERS OF SHARES

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| 36. | Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit or survivorship subject to the following provisions:-                                                                                                          | Joint holders               |
|     | (a) The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors, or trustees or administrator of the estate of a deceased shareholder.                                                                                            | Maximum number              |
|     | (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.                                                                                                                                | Several and joint liability |
|     | (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.                                                   | Survivors of joint holders  |
|     | (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.                                                                                                            | Receipts                    |
|     | (e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate 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. |                             |

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

#### FORFEITURE OF SHARES

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| 37. | If any member fails to pay the whole or any part of any call or instalment of call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalments, or such part thereof as remains unpaid, together with interest or compensation at the rate of eight per centum per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment. | Directors may require payment of call with interest and expenses          |
| 38. | The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.                                                                                             | Notice requiring payment to contain certain particulars                   |
| 39. | If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.                                                                                                                                                                  | On non-compliance with notice shares forfeited on resolution of Directors |

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| 40. | When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Notice of forfeiture to be given and entered in register of members       |
| 41. | Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Directors may allow forfeited shares to be redeemed                       |
| 42. | Every share which shall be forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of shares which are forfeited and sold or disposed of, after satisfaction of unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the shares immediately before forfeiture thereof or his executors, administrators or assignees or as he directs.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Procedure for shares forfeited                                            |
| 43. | A member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Former holders of forfeited shares liable for call made before forfeiture |
| 44. | The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Consequences of forfeiture                                                |
| 45. | A statutory declaration in writing by a Director or Secretary of the Company that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and the Company shall not be bound to see to the application of the purchase money (if any), nor shall the purchaser's title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. This Article on forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified. | Title to forfeited shares                                                 |

#### CONVERSION OF SHARES INTO STOCK

- |     |                                                                                                                                                                                                                                                 |                             |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| 46. | (A) The Company may, from time to time, by ordinary resolution of a general meeting convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any number. | Power to convert into stock |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|

- (B) When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in general meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose. Transfer of stock
- (C) The holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any holding or part of a holding of stock as would not, if existing in shares, have conferred such privileges or advantages. Stockholders to have same privileges and advantages as shareholders
- (D) All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in all such provisions the words “share” and “shareholder” shall include “stock” and “stockholder”.

#### **ALTERATION OF CAPITAL**

47. (1) The Company may alter the share capital in any one or more of the following ways by passing an ordinary resolution:- Company may alter its capital in certain ways
- (A) To increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe, or
- (B) To consolidate and divide its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived, or
- (C) To convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares, or
- (D) To subdivide its share capital or any part thereof, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the shares from which the subdivided share is derived.
- (2) The Company may reduce its share capital by—
- (a) special resolution and confirmation by the Court in accordance with Section 116 of the Act; or
- (b) special resolution supported by a solvency statement in accordance with Section 117 of the Act.

#### **INCREASE OF CAPITAL**

48. The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special, limited or conditional voting rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any) or to Company may increase its capital



be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the general meeting resolving upon such increase directs.

49. (A) Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such 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, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided. Subject to the Listing Requirements and without limiting the generality of Sections 75 and 76 of the Act, the Company must not issue any ordinary shares or other securities with rights of conversion to ordinary shares, except where the shares or convertible securities are issued with prior approval of the members in a general meeting of the precise terms and conditions of the issue.
- Unissued and new shares to be first offered to members unless otherwise determined
- (B) Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.
- New shares to be original capital unless otherwise provided

#### PURCHASE OF OWN SHARES

- 49A. Subject to the provisions of the Act, the Company may from time to time, by ordinary resolution of a general meeting, purchase its own shares.

#### MODIFICATION OF RIGHTS

50. If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes the repayment of such preferred capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied modified commuted affected abrogated or dealt with by a written consent representing not less than 75% of the total voting rights of the preference shareholders or by special resolution passed by the holders at least 75% of the total voting rights at a separate general meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be members holding or representing by proxy at least three-fourths of the issued shares of the class. Provided however that in the event of the necessary majority for such a special resolution not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least 75% of the total voting rights and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a resolution duly carried by a vote in person or by proxy.
- Modification of rights
- 50A. (a) The Company is an exempted entity under Paragraph 17 of the Guideline for the Reporting Framework for Beneficial Ownership of Legal Persons issued by the Companies Commission of Malaysia (“Guidelines”).
- Beneficial ownership requirements
- (b) Notwithstanding the above, the Company is obliged to:
- (i) provide the beneficial owners information to other regulators, competent authorities and law enforcement agencies in accordance with any written laws; and
- (ii) make a declaration of its exempted status:

- (aa) once the Registrar invokes his power under Section 56(6) of the Act according to the Guidelines; and
- (bb) in the annual return pursuant to Section 68 of the Act.
- (c) Each Member must observe the requirements set out in the Guidelines.

### GENERAL MEETINGS

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| 51. | A general meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such general meetings.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | General meetings                    |
| 52. | The abovementioned general meetings shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Ordinary and extraordinary meetings |
| 53. | The Directors may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Extraordinary meetings              |
| 54. | <p>(1) An annual general meeting or a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Any other meeting of the Company shall be called by 14 days' notice in writing to all members at the least, specifying the place, the day and hour of meeting. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed:-</p> <ul style="list-style-type: none"> <li>(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</li> <li>(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum of total voting rights at that meeting of all members giving a right to attend and vote.</li> </ul> <p>(a) The Company shall be by written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(b) The Company shall inform the Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Depository in accordance with the Rules, to prepare the Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</p> <p>(c) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> | Annual General Meeting              |
| (2) | The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. At least 14 days' notice or 21 days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Notice to specify time and business |

every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

- (3) Notice of a meeting of members of the Company shall state—
  - (a) the place, date and time of the meeting; and
  - (b) the general nature of the business of the meeting.
- (4) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution and the text of the resolution. Notice of special resolution
- (5) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend, participate, speak and vote at a meeting of the Company, or at a meeting of any class of members of the Company, is entitled to appoint not more than two (2) proxies to attend and vote instead of him and that a proxy need not be a member of the Company. Members' right to appoint proxy
- (6) Notice of every general meeting shall be given in any manner authorised by these Articles to:- To whom given
  - (a) every member holding shares conferring the right to attend and vote at the meeting who, at the time of convening of the meeting shall have paid all calls or other sums presently payable by him in respect of any such shares in the Company;
  - (b) the auditors of the Company; and
  - (c) every director of the Company.
- (7) No other person shall be entitled to receive notices of general meetings. Provided that if the meeting be called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders shall be complied with. Person not entitled to notice
- (8) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at the meeting. Omission not to invalidate proceedings
- (9) Subject to the Act, Listing Requirements, laws, rules or regulations, notice of a meeting of members shall be in writing and shall be given to the members either:-
  - (a) in hard copy,
  - (b) in electronic form, or
  - (c) partly in hard copy and partly in electronic form.
- (10) A notice:-
  - (a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the Company for such purpose; or
  - (b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website.
- (11) A Notice of a meeting of members shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with the Act.
- (12) The Company shall notify a member of the publication of the notice on the website and such notifications shall be in writing and shall be given in hard copy or electronic form stating—
  - (a) that it concerns a meeting of members;
  - (b) the place, date and time of the meeting; and
  - (c) whether the meeting is an annual general meeting.

- (13) The notice shall be made available on the website throughout the period beginning from the date of the notification referred to in Article 54(11) until the conclusion of the meeting.
- 54A. (a) The Board can decide to call a General Meeting at any time. The Board shall also call a General Meeting where the Act requires. Any Members representing at least 10 per centum of the issued share capital of the Company may also call a General Meeting.
- (b) The following may apply in relation to a General Meeting. These do not limit in any other ways in which a General Meeting may be held or limit in any way a General Meeting from being held using or relying on any of the provisions below in combination with any other ways in which a General Meeting may be held. The same applies to other matters relating to a General Meeting:
- (i) A General Meeting may be convened, held or conducted, whether wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic or other technological means or using one or more other similar technologies;
- (ii) The notice of General Meeting must specify a particular place or places at which the General Meeting is to be held with a main venue if more than one place. The Directors may, however, restrict the persons who may physically attend at that place or at those places. The Chairman of the General Meeting must be physically present at the main venue for the General Meeting, which must be in Malaysia. In the event that the Chairman is replaced by another, the other must be given access to the main venue. The meeting will be adjourned to a time and place to be notified by the Company to the Members which is no later than 14 days if the person replacing the Chairman is not able to attend the main venue within 30 minutes of the decision to replace the Chairman;
- (iii) Members may be wholly or partly restricted from physically attending at the discretion of the Directors. Members restricted from physically attending must be given the option of participating in the General Meeting by electronic or other technological means. Members will be solely responsible to ensure that they obtain the necessary equipment and communications to be able to participate through those means. The Directors may regulate any physical attendance by ticketing or other means for booking available places for physical attendance. The Directors are entitled to limit physical attendance to persons who are not Members other than the Chairman of the General Meeting and Directors;
- (iv) All Members participating in the General Meeting (whether physically or by electronic or other technological means) shall be taken as present at the meeting for all purposes while so participating. These may include but are not limited to the quorum requirement, the casting of votes and proposals for resolutions and amendments. The General Meeting may be held even though those participating in the General Meeting are not together physically at the same place;
- (v) A vote taken at the General Meeting may be cast, by electronic or other technological means or using one or more technologies or by any other means or in one or more combinations. These may include votes conducted by poll;
- Calling of General Meeting by the Board or Members
- No limit on the ways of a General Meeting may be held
- A General Meeting may be conducted via electronic or technological means
- Notice of General Meeting to specify main venue if more than 1 place, restriction of persons attend General Meeting physically, Chairman to be present at main venue, adjournment of meeting no later than 14 days
- Limit/ restriction of Members to attend General Meeting physically
- Members participation in General Meeting
- Vote to be casted at General Meeting

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| (vi) Members participating by electronic or other technological means may do so through any other means which they are entitled to do in respect of Members attending the General Meeting physically, for example, through a corporate representative appointed under Section 333 of the Act or proxies;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Members' Participation & their rights in General Meeting                                                                                                   |
| (vii) Members participating by electronic or other technological means may be required to adhere to certain procedures and protocols relating to their conduct in relation to the General Meeting. These may differ from those applying to Members participating physically at the General Meeting. The procedures and protocols may, for example, include requirements for questions and other communications with the Chairman of the General Meeting or other persons involved in the conduct of the General Meeting to be tabled or given in accordance with terms and conditions and restrictions specified by the Directors using electronic or other technological means and for the manner in which responses to question and other matters may be given. Questions and other communications and responses need not be seen or heard by persons participating in the General Meeting by whatever means other than the person tabling or giving the question or communication and the intended recipient of the question or communication. Questions or communications may be restricted to the Chairman of the General Meeting and Directors present physically at the General Meeting. The Chairman of the General Meeting may at their discretion allow questions or communications to be directed to others. The Chairman of the General Meeting may delegate his discretion in considering the questions to field to a person or persons charged by the Chairman with that task; | Members to adhere to certain procedures and protocols of their conduct in General Meeting                                                                  |
| (viii) The proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members, the Company or any other persons in order to participate in the General Meeting. If the Chairman of the General Meeting is of the opinion that the interruptions or deficiencies will or may have a material bearing on the conduct of the General Meeting, the Chairman of the General Meeting may adjourn the General Meeting. The determination of the Chairman in such circumstances shall be final and conclusive;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Proceedings of the General Meeting shall not be invalidated by reason of interruptions or deficiencies in the communications or technology used by Members |
| (ix) The Chairman of (the General Meeting shall have all the powers of the Directors specified in this clause; and                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Power of Chairman in General Meeting                                                                                                                       |
| (x) The Directors may make additional regulations for the conduct of General Meetings and related matters where electronic and other technological means are used for participation by Members at General Meetings and for voting and other incidentals. The Directors may also make regulations for the conduct of General Meetings and related matters in connection with compliance with laws, regulations, guidelines or directives (whether legally enforceable or not) relating to matters of public health, for example, the control of disease, epidemics and pandemics.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Additional regulations to conduct General Meeting via electronic or technological means                                                                    |

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

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| 55. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the laying of the audited financial statements and the reports of the Directors and auditors, the election of those Directors in place of those retiring by rotation or otherwise, appointment and fixing of Directors' fees and benefits payable and the appointment and fixing of the remuneration of the auditors. | Special business |
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56. No business shall be transacted at any general meeting unless a quorum is present in person or by proxy when the meeting proceeds to business. Save as herein otherwise provided, two members personally present at a meeting or by proxy shall be a quorum. For the purposes constituting a quorum:
- (i) one of more representatives appointed by a corporation shall be counted as one member; or
- (ii) one or more proxies appointed by a person shall be counted as one member.
- 56A. The Company may convene a meeting of members at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of member's subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.
57. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
58. The Chairman (if any) of the Board of Directors shall preside at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Directors present shall choose one of their number to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the Chair, then members present shall choose one of their number to be Chairman of the meeting.
- 58A. Without prejudice to any other power which the Chairman may have under the provisions of these Articles or at common law and subject to the Act and the Listing Requirements, the Chairman shall have full discretion on the general conduct of meeting, procedures to be adopted at the meeting to ensure proper and orderly conduct of the business of all general meetings as specified in the notice of such meetings and the Chairman's decision on matters of procedure or arising incidentally from the business of such meetings shall be final, as shall be his determination as to whether any matter is of such a nature. The Chairman may also at his discretion and in accordance with applicable laws, decides whether to admit new business at a meeting of shareholders.
- 58B. A person requested by Directors of the Chairman to attend a general meeting, is entitled to be present (and if invited by the Chairman, to speak) at the meeting, irrespective whether the person is a Member.
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 any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
60. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted by poll. Notwithstanding the above, poll may be demanded in writing:-
- (a) by the Chairman of the meeting;

No business to be transacted unless quorum present

If quorum not present meeting adjourned or dissolved

Chairman of Board to preside at all meetings

Chairman to promote orderly conduct of the business of all general meetings

Attendance of a person requested by the Directors/ Chairman

Notice of adjournment to be given

How resolution decided

- (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, excluding any voting rights attached to shares in the Company held as treasury shares; 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, excluding any voting rights attached to shares in the Company held as treasury shares.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or lost, or has not been carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

60A. If:-

Objections

- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman on such matters shall be final and conclusive.

61. (i) A poll shall be taken in such manner as the Chairman of the meeting may direct and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. The appointed scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process. The Chairman of the meeting may fix a place and time for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (ii) The poll may be conducted manually using voting slips or electronically using various forms or electronic devices. Such votes shall be counted by the poll administrator, and verified by the scrutineer, as may be appointed by the Chairman of the meeting for the purpose of determining the outcome of the resolution(s) to be decided on poll.

Poll to be taken  
as Chairman  
shall direct

- 61A. Subject to Article 60, a poll demanded on any resolution shall be taken either forthwith or at such time and place as the Chairman of the meeting directs not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

62. Any poll duly demanded on the election of a Chairman of a meeting, or on any question of adjournment shall be taken forthwith at the meeting and without adjournment.

No poll in  
certain cases

63. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Chairman to  
have casting  
vote

64. Subject to Article 60, the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question for which a poll has been demanded. Where the capital of the Company consists of shares of different denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting powers when such right is exercisable.
- 64A. A meeting of members may be convened at more than one venue using any technology or method that enables the members of the Company to participate and to exercise the member's rights to speak and vote at the meeting so long as all persons participating in the meeting of members are able to hear or to be heard by all other members without the need for a member to be in the physical presence of another member(s) and participation in the meeting of members in this manner shall be deemed to constitute presence in person at such meeting. The members participating in any such meeting of members shall be counted in the quorum for such meeting of members and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the members in such meeting of members shall be deemed to be effective as a resolution passed at a meeting in person of the members duly convened and held. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting or Broadcast Venue (the only venue involved in the conduct of a virtual general meeting) of the meeting held in Malaysia, whichever is applicable subject to the rules, regulations and laws as specified at that time therein.
- 64B. (a) If authorised by the Board in its sole discretion, and subject to such guidelines and procedures as the Board may adopt, the members not physically present at a general meeting where the Chairman of the general meeting is physically present, may, by means of remote communication:-
- (i) participate in such general meeting; or
- (ii) be deemed present in person at such general meeting, be counted in the quorum and be entitled to vote at such general meeting.
- (b) That the general meeting shall be duly constituted and its proceedings shall be valid if the Chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members participating in the general meeting through remote communication are able:-
- (i) to participate in the matters for which such general meeting has been convened;
- (ii) to speak (whether by use of microphones, loudspeakers, audio-visual communication equipment or any form of electronic means which allows the members to raise any questions and/or express their views on the matters); and
- (iii) to vote on matters submitted to the members.
- (c) The Chairman of the general meeting shall be physically be present at the main venue or broadcast venue of the general meeting which shall be designated in Malaysia.
- 64C. If it appears to the Chairman of the general meeting that:-
- (a) the facilities at the main venue or broadcast venue; or
- (b) the means used for the remote communication;

Business to be continued if poll demanded

Meeting of Members via conference telephone, video conference, telephone or similar communication equipment

General meetings by means of remote communication

General meetings by means of remote communication

have become inadequate for the purposes referred to in Clause 64A, then the Chairman of the general meeting shall, without the consent of the members at the general meeting, interrupt or adjourn the general meeting. All businesses as conducted at that general meeting up to the adjournment shall be valid. The provisions of Clause 74 shall apply to that adjournment. No interruption or termination of any remote communication or the inability of a member to participate in a general meeting by way of remote communication shall invalidate any general meeting held using such remote communications or any such general meeting.



The Board may request the members, proxies or representatives wanting to attend a general meeting to comply with security procedures which the Board deem appropriate. The Board may, at their discretion, refuse entry to, or remove from, a general meeting, a member, proxy or representative who does not comply with the security procedures.

Security procedures may include member, proxy or representative not being allowed into a general meeting with recording or broadcasting devices or an article which the Chairman of the general meeting considers as to be dangerous, offensive, or liable to cause disruption.

- 64D (a) Subject to the Act, where a general meeting is convened by the Board, they may, in its absolute discretion, cancel the general meeting or postpone the holding of the general meeting to a date and time determined by them or change the place for the general meeting. The cancellation or postponement of a general meeting is subject to the Listing Requirements and other requirements by the Exchange.
- Cancellation or postponement of general meetings

This Clause shall not apply to a general meeting convened in accordance with Sections 310(b) and 311 of the Act by a Member or Members unless with the consent of such Member or Members only.

- (b) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and such a notice shall be:
- (i) published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper;
  - (ii) given to the Exchange and given in such manner required by the Listing Requirements or other requirements by the Exchange; and
  - (iii) subject to the Act and the Listing Requirements, given in any other manner determined by the Board.
- (c) A notice of postponement of a general meeting must specify:
- (i) the postponed date and time for the holding of the general meeting;
  - (ii) a place for the holding of the general meeting which may be either the same as or different from the place specified in the notice convening the general meeting; and
  - (iii) if the general meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the general meeting in that manner.
- The new time and place specified in the notice of postponement will be taken to be the time and place for the general meeting as if specified in the notice which called the general meeting originally.
- (d) The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the general meeting.
- (e) Whereby the terms of an instrument appointing a proxy or attorney or an appointment of a representative:
- (i) the appointed person is authorised to attend and vote at a general meeting to be held on or before a specified date; and

- (ii) the date for holding the general meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of representative, then, by force of this Clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative. However, this does not apply if the Member appointing the proxy, attorney or representative gives notice in writing to the Company at the Office or another address (including electronic address) specified in the notice of general meeting to the contrary not less than twenty-four (24) hours before the time to which the holding of the general meeting has been postponed.
- (f) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.
- (g) The non-receipt of notice of cancellation or postponement of a general meeting by, or the accidental omission to give notice of cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at a postponed general meeting or the cancellation or postponement of a general meeting.
- (h) A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.
- (i) If the Directors are required to convene and arrange to hold a general meeting as a result of a request by Members in accordance with Section 311 of the Act, the general meeting may be cancelled by the Directors if the Members who requisitioned the general meeting withdraw their requests prior to the date of the general meeting.

#### VOTES OF MEMBERS

65. Subject to these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and Article 54(1) above, a holder of ordinary shares or preference shares who is personally present or proxy or member's representative or attorney and entitled to vote shall be entitled to one (1) vote on a show of hands and upon a poll every such member shall have one vote (1) for every share held by him.
- 65A. A member may appoint not more than two (2) proxies to attend at a general meeting of the Company and the proxy shall be entitled to vote on a show of hands or poll on any question at any general meeting. A proxy or attorney need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting. A member is entitled to appoint a proxy to attend and vote instead of him at the meeting, and such proxy need not also be a member(s). Where a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- 65B. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 65C. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such rights is exercised.

How votes may  
be given and  
who can act as  
proxy

66. If any member be a lunatic, idiot or non-compos mentis, he may vote by his committee, receiver, curator bonis or other legal curator, and such last mentioned persons may give their votes either personally or by proxy. Votes of lunatic member
67. In the case of joint holders of shares of the Company, the joint holder shall be considered as one shareholder. For this purpose, if the joint holders purport to exercise the power in the same way, the power is treated as exercised in that way; if the joint holders do not purport to exercise the power in the same way, the power is treated as not exercised. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior present at the meeting, whether in person or by proxy or by an attorney shall alone be accepted to the exclusion of the votes of the other' registered holders of the shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register. Votes of joint holder of shares
68. A member shall be entitled to be present and to vote on any question either personally or by proxy at any general meeting or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. No member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. Only members not indebted to Company in respect of shares entitled to vote
69. (A) A power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. A proxy may vote only as directed in the proxy form. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote. Instrument appointed proxy to be in writing
- (B) Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- 69A. The instrument appointing a proxy shall be in the following form or in such other form as the Directors may approve or in any particular case may accept:-

#### DIGI.COM BERHAD

I/We,----- NRIC No./Company No. -----of -----  
and telephone no./email address ----- being a member/members of  
Digi.Com Berhad (the "Company"), hereby appoint -----NRIC No.-----  
----- of ----- or failing him/her,-----  
NRIC No.----- of ----- or failing him/her,  
THE CHAIRMAN OF THE MEETING 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  
at ----- on ----- or at any adjournment thereof. I/We indicate with an  
"x" in the spaces below how I/we wish my/our vote to be cast.

Agenda	For	Against

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

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

First Proxy	%
Second Proxy	%
	<u>100%</u>

<p>If appointment of proxy is under hand:- ..... Signed by *individual member/*officer or attorney of member/*authorised nominee of ..... (beneficial owner)</p>	<p>No of shares held: ..... Securities Account No: ..... (CDS Account No.) (Compulsory) Date :</p>
<p>If appointment of proxy is under seal:- The Common Seal of ..... was hereto affixed in accordance with its Articles in the presence of:- ..... Director ..... Director/Secretary in its capacity as *member/*attorney of member/*authorised nominee of ..... (beneficial owner)</p>	<p>Seal</p> <p>No of shares held: ..... Securities Account No: ..... (CDS Account No.) (Compulsory) Date :</p>

Signed this                      day of                      , 20\_\_

\*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 thereof, shall be deposited at the Office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, 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. The Company may specify a fax number and may specify an electronic address in the notice of meeting, for the purpose of receipt of proxy appointments subject to the rules, regulations and laws at that time specified therein. A Member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
- Instrument appointing a proxy to be left at Company's Office
71. The instrument appointing a proxy shall be in writing in any form as approved by the Directors under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- Instrument appointing proxy to be in writing
72. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the Office or at such other place within Malaysia before the commencement of the meeting or adjourned meeting at which the instrument is used.
- When vote by proxy valid though authority revoked
- 72A. (1) Subject to the Act and the Listing Requirements, the Directors or any agent of the Company so authorised by the Directors, may accept the appointment of proxy received by electronic communication on such terms and subject to such conditions as they consider fit. The appointment of proxy by electronic communication shall be in accordance with these Articles.
- Appointment of proxy via electronic communication

- (2) For the purpose of Article 72A, the Directors may require such reasonable evidence they consider necessary to determine:-
  - (a) the identity of the member and the proxy; and
  - (b) where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
- (3) Without prejudice to Article 72A, the appointment of proxy by electronic communication must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:-
  - (a) Notice calling the meeting;
  - (b) Instrument of proxy sent out by the Company in relation to the meeting; or
  - (c) Website maintained by or on behalf of the Company.
- (4) An appointment of proxy by electronic communication must be received at the electronic address specified by the Company pursuant to Article 72A(3) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (5) An appointment of proxy by electronic communication which is not made in accordance with this Article shall be invalid.

## DIRECTORS

73. The Company in general meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications. Until otherwise determined by a general meeting, the number of Directors shall be not less than two and not more than thirteen.
74. A Director shall not be required to hold any share in the Company but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of, the holders of any class of shares in the Company. Director's qualification
75. Any Director may from time to time and at any time appoint any person to be an alternate Director, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, and any fee paid to an alternate Director shall be agreed between himself and the Director appointing him and shall be paid out of the remuneration of the latter, but shall be entitled (subject to his giving to the Company an address within Malaysia at which notices may be served on him) to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board, and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is, pursuant to the provisions of these presents, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. Alternate Director
76. The nomination of an alternate Director shall be valid if made by facsimile or other electronic transmission, provided that such nomination shall be confirmed within three months from the date of such facsimile or other electronic transmission by a written nomination complying with

the abovementioned requirements; and any act done by the alternate Director nominated in such facsimile or other electronic transmission between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

77. The fees and any benefits payable to the Non-Executive Directors of the Company and its subsidiaries including any compensation for loss of employment of Director or former Director shall from time to time be determined by the Company in general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided amongst the Directors as they may agree, or, failing agreement, equally, or in any other manner to be determined by the Board. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from meetings of Directors or general meetings or which he may otherwise incur on or about the business of the Company. If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise as may be arranged. Provided that fees payable to non-executive Directors shall be by a fixed sum and no non-executive Director shall be remunerated by a commission on or percentage of profits or turnover and no Directors (non-executive or executive) shall be remunerated by a commission on or percentage of turnover and that nothing herein shall prejudice the power of the Directors to appoint any of their member to be the employee or agent of the Company at such remuneration and upon such terms as they think fit provided that such remuneration shall not include a commission on or percentage of turnover. Directors' fees
78. (1) The office of a Director shall be vacated if the Director:- Office of  
Director  
vacated in  
certain cases
- (A) is an undischarged bankrupt;
  - (B) has been convicted of an offence relating to the promotion, formation or management of a corporation;
  - (C) has been convicted of an offence involving bribery, fraud or dishonesty;
  - (D) becomes disqualified from being a Director by reason of any order made under the Act or has been convicted of an offence under sections 213, 215, 216, 217, 218, 228 and 539 of the Act;
  - (E) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
  - (F) is absent from more than 50% of the total board of directors' meetings held during a financial year of the Company, except when an exemption or waiver is obtained from the Stock Exchange;
  - (G) if he is removed by a resolution of the Company in general meeting;
  - (H) resigns from his office by notice in writing to the Company and deposited at the Office;
  - (I) has retired in accordance with the Act or these Articles but is not re-elected; or
  - (J) otherwise vacate his office in accordance with the Act or these Articles.

- (2) The circumstances referred to in paragraphs (1)(A), (B) and (C) shall be applicable to circumstances in or outside Malaysia.

### **MANAGING DIRECTOR AND OTHER APPOINTMENTS**

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                    |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| 79. | <p>(1) The Directors may from time to time appoint one or more of their body to be:-</p> <p style="margin-left: 20px;">(a) the Managing Director or Managing Directors,<br/>(b) the Executive Director or Executive Directors.</p> <p style="margin-left: 20px;">The Managing Director or Managing Directors or the Executive Director or Executive Directors shall be subject to the control of the Board of Directors.</p>                                                                                                                                                                                                                                                                                                             | <p>Power to<br/>appoint<br/>Managing<br/>Director and<br/>Other<br/>appointments</p>                               |
|     | <p>(2) Any such appointment or appointments shall be for a fixed term not exceeding three (3) years at any one time, with power to the Directors to reappoint thereafter, at such remuneration and upon such terms as the Directors think fit and the Directors may entrust to and confer upon such appointee or appointees any of the power exercisable by them as Directors upon such terms and conditions and with such restriction as they think fit and may from time to time revoke, withdraw or vary all or any of such power.</p>                                                                                                                                                                                                | <p>Term of office<br/>and powers of<br/>Managing<br/>Director and<br/>other<br/>appointees</p>                     |
|     | <p>(3) The remuneration of the Managing Director or Managing Directors and the Executive Director or Executive Directors may be payable by way of salary or commission or participation in profits of the Company or of any other company in which the Company is interested, or by any or all of those modes, or otherwise as may be thought expedient but shall not include a commission on or percentage of turnover, and it may be made a term of such appointment or appointments that the appointee shall receive a pension, gratuity or other benefits on their retirement.</p>                                                                                                                                                   | <p>Remuneration<br/>of Managing<br/>Director and<br/>other<br/>appointees</p>                                      |
|     | <p>(4) The Managing Director or Managing Directors or Executive Director or Executive Directors shall, even though he or they may continue to hold such office, be subject to retirement by rotation and be taken into account in determining the rotation or retirement of Directors pursuant to Article 98A. In addition thereto, he or they shall be subject to the provisions of any contract between him and the Company and the same provisions as to resignation and removal from office as the other Directors of the Company and if he shall cease to hold the office of Director he shall ipso facto and immediately cease to be the Managing Director or Managing Directors or Executive Director or Executive Directors.</p> | <p>Exemption of<br/>Managing<br/>Director and<br/>other<br/>appointees<br/>from<br/>retirement by<br/>rotation</p> |

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

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                  |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 80. | <p>The management and control of the business and affairs of the Company shall be vested in the Directors or under the direction of the Board in addition to the powers and authority by these Articles or otherwise expressly conferred upon them. The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made provided further that any sale or disposal by the Directors of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting.</p> | <p>General powers<br/>of Company<br/>vested in<br/>Directors</p> |
| 81. | <p>The Directors may from time to time and at any time by power of attorney appoint any company, 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 powers of attorney may contain such provisions for the protection and convenience of persons</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>Power of<br/>Attorney</p>                                     |

dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                   |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 82. | (A) 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 any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in Section 4 of the Act) or an associated company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Directors borrowing power                                         |
|     | (B) The Directors may borrow or raise any such money as aforesaid upon or by the issue or sale of any bonds, debentures, debenture stock, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of bonus upon redemption or repayment or otherwise as they may think proper. The Company may in general meeting grant a right for the holders of bonds, debentures, debenture stock or securities to exchange the same for shares in the Company or any class authorised to be issued.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Classification of securities and terms                            |
|     | (C) Subject as aforesaid, the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage of a charge upon all or any part of the undertaking or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company, whether called up or not or by any other security, and the Directors may confer upon any mortgages or persons in whom any debentures, debenture stock or security is vested, such rights and powers as they think necessary or expedient; and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or so raised, and confer upon the trustees or any receiver to be appointed by them or by debenture holder, such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company, or the management, or the realisation thereof, or the making, receiving or enforcing of calls upon the members in respect of unpaid capital and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated. | Nature of Security                                                |
|     | (D) The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of money borrowed or raised but in such case the amount shall be reckoned as part of the money borrowed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Security for payments due                                         |
| 83. | The continuing Directors may act at any time notwithstanding any vacancy in their body: Provided Always that in case the number of Directors shall at any time be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Continuing Directors may act to fill vacancies or summon meetings |
| 84. | The Directors shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the Register, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Directors to comply with the Act                                  |
| 85. | (A) A Director who is in any way, whether directly or indirectly personally interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act. Save as by the next following paragraph of this Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to:-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Declaration of interest; restriction on voting and quorum         |



- (i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
  - (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.
- (B) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise whether by himself, his firm or a company in which he has an interest.
- (C) A Director, notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other 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 are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.
- (D) The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.
86. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, commission, participation in profits, pension, superannuation or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as it may think fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them director of such company, or voting or providing for the payment of remuneration to the directors of such company).
87. Subject to the Act, the documents shall be executed, as the case may be, in such manner and by such person as the Directors shall from time to time determine.
88. The Directors may establish and maintain or procure the establishment and maintenance of a non-contributory or contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such predecessors or other company and the wives, widows, families and dependants of any such persons, and may take out policies of insurance and pay the premiums reserved thereby for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, the particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present at a meeting upon the consideration of a motion in respect of any matter referred to in

Director may hold office of profit under the Company

Relaxation of restriction on voting

Director may hold other office

Execution of documents

Power to maintain pension fund

this Article and may vote as a Director upon any resolution in respect of any such matter but only where such matter is intended to be for the benefit generally of all, or any class or classes, of such employees and servants or former employees or servants (including Directors or other officers) and/or their respective wives, widows, families and dependants.

- |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                           |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| 89.  | (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of the business. Unless otherwise determined, majority of the Board members shall be a quorum and one of which must be an Independent Director. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Board of Directors appointed under Article 91 shall have a second or casting vote. Provided that where two Directors form a quorum, the Chairman of the Board of Directors at which only such a quorum is present, or at which only two Directors are competent to vote on the question at issue, shall not have a second or casting vote. | Meeting of Directors                      |
|      | (B) The conduct of a meeting of Directors or a committee of the Directors may include a participation thereat by any Director via telephone conferencing and/or video conferencing or any other interactive means of audio or audio-visual communications whereby all participating persons are able to hear each other or be heard during the meeting. A Director's participation in the manner as aforesaid shall be deemed to be present at the meeting and be conducted for the purpose of a quorum. He shall also be entitled to vote thereat. Any meeting held in such manner shall be deemed to be or have been held at such time and place as set out in the notice of meeting.                                                                                                                            |                                           |
| 90.  | A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Director may call meeting                 |
| 91.  | The Directors shall elect a Chairman of the Board of Directors and may elect one or more Deputy Chairman from their number and the Directors may determine the period for which such officers shall respectively hold office. The Chairman of the Board of Directors or in his absence, the Deputy Chairman (if any) or in the event that there is more than one Deputy Chairman, the senior in appointment amongst them shall preside at the meeting of Directors. If such officers have not been appointed, or if no such officers are present within fifteen minutes after the time appointed for holding of the meeting of the Directors, the Directors present shall choose one of their numbers to be Chairman of the meeting.                                                                               | Chairman of Directors                     |
| 92.  | The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Power for Directors to appoint committees |
| 93.  | 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 fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Chairman of committees                    |
| 93A. | The Meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under Article 92.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Meeting and proceedings of a committee    |
| 94.  | A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Meetings of committees                    |
| 95.  | All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be a Director.                                                                                                                                                                                                                                                                                                                                                                                   | All acts done by Directors to be valid    |



election but shall not be taken into account in determining the retirement of Directors by rotation at such meeting.

#### **SIGNATURE**

98A. For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign or GlobalSign, of any of the following persons:-

Electronic/  
Digital  
Signature

- (a) a holder of shares;
- (b) a Director;
- (c) an alternate Director;
- (d) in the case of a corporation, which is a holder of shares, its Director or Secretary or a duly appointed attorney or duly authorised representative;

shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

#### **THE SEAL**

99. (A) 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 authorising the use of the Seal. The Directors may from time to time (subject to the provisions of Article 13 in relation to certificates) make such regulations as they think fit in determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, the Seal shall be affixed in the presence of at least one Director and counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose who shall sign every instrument to which the Seal is affixed and the Directors may by resolution determine either generally or in any particular case that the signatures of any Director, the Secretary or such other person appointed as aforesaid may be affixed or reproduced by facsimile, autographic or other mechanical means provided that the use of such is restricted to a certificate, instrument of transfer or other document of title in respect of any share, stock, debenture or marketable security created or issued by the Company to be given under the Common Seal of the Company.
- (B) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. The Company may have a duplicate Common Seal as referred in Section 62 of the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal". The official seal when duly affixed to a document has the same effect as the Company's common seal. The person affixing the official seal shall certify in writing on the deed or other document to which the seal is affixed the date and place it is affixed.

#### **DIVIDENDS AND RESERVE FUND**

100. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.
101. (A) The Directors may from time to time declare dividends but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if

Application of  
profits

Declaration of  
Dividends

in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any share are made payable on fixed dates.

- (B) The Directors may authorise a distribution of dividend at such time and in such amount as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent immediately after the distribution is made.
- (C) No higher dividend shall be paid than is authorised by the Directors, and the declarations of the Directors as to the distribution shall be conclusive.
102. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or shall, as to the whole or a part thereof, be applicable for equalising dividends, or for distribution by way of special dividend or bonus, or for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.
103. The Directors may establish a reserve to be called either “capital reserve” or “realisation account” and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any investment held by the Company in excess of the then book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve or realisation account and all other moneys in the nature of accretion to capital, whether on sale of investments held, or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any losses realised on the sale of any investment may be carried to the debit of capital reserve or realisation account except in so far as the Directors shall decide to make good the same out of other funds of the Company.
104. The Directors shall be at liberty to invest any sums carried to any reserve account or accounts upon such investments as they think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (save as hereinbefore provided) and to divide the ordinary reserve account or accounts into such special accounts as they think fit with full power to employ the assets constituting the ordinary reserve account or accounts in the business of the Company.
105. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt by the person whose name at the date of the declaration of the dividend appears on the Register as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be, a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.
- 105A. Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appear in the register of members or Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one of such persons or to the bank account of such persons as such persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the member in the details of bank account(s).
- 105B. Subject to the provisions of the Listing Requirements, any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures or debenture stocks 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

Directors may  
form reserve  
fund and invest

Dividend  
warrants to be  
sent to members  
by post

Payment of  
dividend by  
electronic  
means

Payment of  
dividend in  
specie

difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash 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 upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. No distribution, settlement, arrangement or adjustment so made by the Directors shall be questioned by any member.

- 105C. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-
- Dividend  
Reinvestment  
Scheme
- (i) the basis of any such allotment shall be determined by the Directors;
  - (ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;
  - (iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of the election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
  - (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "Elected Ordinary Shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the Elected Ordinary Shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding any provision of these Articles to the contrary), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of Elected Ordinary Shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the Elected Ordinary Shares on such basis.
- (2) (a) The ordinary shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they think fit in the case of fractional entitlements to ordinary shares (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).
- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or the Depository Register, as the case may be, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Article shall be read and construed to such determination.
- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or the Depository Register, as the case may be, is outside Malaysia or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.
- (5) Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of paragraph (1) of this Article.
106. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Right to dividend in respect of a transferred share
107. Subject to the Unclaimed Money's Act, 1965, all dividends unclaimed for one year, after having been declared, may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Unclaimed dividends
108. Every dividend shall belong and be paid (subject to the Company's lien) to those members who shall be on the Register at the date fixed for the payment of such dividend, notwithstanding any subsequent transfer or transmission of share. Register

#### **CAPITALISATION OF RESERVES, ETC.**

109. The Director may, with the sanction of an ordinary resolution of the Company:-
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Record of Depositors at the close of business on:
- (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) such other date as may be determined by the Directors,

in the proportion to their then holdings of shares; and/or

(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register or (as the case may be) in the Record of deposit Depositors at the close of business on:

(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) such other date as may be determined by the Directors

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Clause, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Clause, the Directors shall have the power to issue shares for which no consideration is payable and to capitalise any undistributable profits or other monies of the Company not required for the payment or provision of any dividends on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit.

## ACCOUNTS

110. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of financial statements and other documents as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to Section 47 of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.

111. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be opened to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or document of the Company, except as conferred by the Act or authorised by the Directors or by a resolution of the Company in general meeting.

112. The Directors shall from time to time in accordance with Section 244 of the Act cause to be prepared and laid before the Company in general meeting such financial statements and any

Accounts and Books may be inspected by members



report as are referred to in the Act. A copy of each of such documents shall not less than twenty-one (21) days before the date of the meeting be sent to every member of and to every holder of debentures of the Company under the provisions of the Act or these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

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|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| 112A. | Subject to the compliance with the requirements of the Stock Exchange and any other relevant authorities, if any, the Company may issue its annual report in compact disc read-only memory (“CD-ROM”) or digital video disc read-only memory (“DVD-ROM”) format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other material may be viewed whether electronically or digitally or howsoever; or may in the same manner as set out in Articles 116 and 116A on the serving of notice of general meeting or any other document to the members of the Company. | Annual Report in CD-ROM or DVD-ROM format |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|

### AUDIT

113. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and auditors shall be observed.

### AUTHENTICATION OF DOCUMENT

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|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|
| 114. | 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 or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager and other officer of the Company having the custody thereof shall deemed to be a person appointed by the Directors as aforesaid. | Power to authenticate documents                 |
| 115. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified by person having powers to authenticate the documents as such in accordance with the provisions of the last preceding Article 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.                                                                                               | Certified copies of resolution of the Directors |

### NOTICES

- |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                               |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 116. | (1) Notice of a meeting of members or any other document shall be in writing and shall be given to the members either—<br><br>(a) in hard copy;<br>(b) in electronic form; or<br>(c) partly in hard copy and partly in electronic form.<br><br>(2) A notice—<br><br>(a) given in hard copy shall be sent to any member either personally or by post to the address supplied by the member to the Company for such purpose; or<br><br>(b) given in electronic form shall be transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website, subject to the Act, Listing Requirements, rules, regulations and laws. | Service of notices by Company |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|

116A.	Subject to the Act, Listing Requirements, laws, rules and regulations:-	Notification of publication of notice of meeting on website
	(1) Notice of a meeting of members or any other document shall not be validly given by the Company by means of a website unless a notification to that effect is given in accordance with this Article.	
	(2) The Company shall notify the member of the publication of the notice or any other document on the website and such notification shall be in writing and shall be given in hard copy or electronic form stating—	
	(a) that it concerns a meeting of members;	
	(b) the place, date and time of the meeting; and	
	(c) in the case of a public company, whether the meeting is an annual general meeting.	
	(3) The notice or any other document shall be made available on the website throughout the period beginning from the date of the notification referred to in subsection (2) until the conclusion of the meeting.	
117.	All notices directed 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 of Members, and any notice so given shall be sufficient notice to the holders of such share.	How joint holders of shares may be served
118.	Any member described in the Register of Members or Record of Depositors by an address not within Malaysia shall from time to time give the Company an address within Malaysia at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, only members described in the Register of Members or Record of Depositors by an address within Malaysia or the Republic of Singapore shall be entitled to receive any notice from the Company.	Members abroad not entitled to notices unless they give address
119.	A notice including notice given in electronic form or any other document, may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.	
120.	(1) Any notice or other document, if served personally or sent by post, shall be deemed to have been served or delivered at the time personally or when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter. Any notice or other document given in electronic form shall be transmitted to the electronic address provided by the Member to the Company for such purpose or by publishing on the website. Every person who, by operation of law, transfer, transmission or other means whatsoever, becomes entitled to any share, shall be bound by every notice which have been duly served to the person from whom he derives the title of such shares, prior to his name and address being entered in the Register of Members or Record of Depositors as the registered holder of such shares. The contact details (including electronic address) of the Member are as set out in the Record of Depositors shall be deemed the last known address provided by the Member to the Company for purposes of communication with the Member.	When services effected
	(2) Where a notice or any other document or information is served, sent or supplied by electronic communication:-	
	(a) to the current address of Member, shall be deemed to have been duly given, sent, or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current	

address of members (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent).

- (b) by making it available on a website, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under laws.
- (3) A notice, document or information served, sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when the material was first made available on the website and the Company notifying the Member in the following manner in writing:-
  - (a) The publication of the notice, document or information on the website; and
  - (b) The designated website link or address where a copy of the notice, document or information may be downloaded.
- (4) A Member shall be implied to have agreed to receive such notice, document or information by way of such electronic communication. However, Members are given a right to request for a hard copy of such notice, document or information and the Company shall forward a hard copy of such notice or document or information to the Member within the prescribed period subject to the Listing Requirements.
- (5) The Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice, document or information by way of electronic communication or as a physical copy, and such Member shall be deemed to have consented to receive such notice, document or information by way of electronic communication if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have right to receive a physical copy of such notice, document or information.

## WINDING UP

- 121. If the Company shall be wound up, the liquidators may with the sanction of a special resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing right of the members, but so that if any division is resolved or otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution was a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the Act may in like manner authorise the distribution of any share or other consideration receivable by the liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the Act. Distribution of assets in specie
- 122. (1) Where it is proposed that the whole or part of the business or property of the Company is to be transferred or sold to another corporation in a voluntary winding up, with the sanction of a special resolution of the Company conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, the liquidator of the Company may—
  - (a) receive in compensation or part compensation for the transfer or sale of the shares, debentures, policies or other like interests in the corporation for distribution among the members of the Company; or
  - (b) enter into any other arrangement whereby the members of the Company may, in lieu of receiving cash, shares, debentures, policies or other like interests or in addition to the arrangement, participate in the profits of or receive any other benefit

from the corporation, and any such transfer, sale or arrangement shall be binding on the members of the Company.

- (2) If any member of the Company expresses his dissent on matters referred to in subsection (1) in writing addressed to the liquidator and delivered to the Office of the liquidator within seven (7) days from the passing of the resolution, the member may require the liquidator to either abstain from carrying the resolution into effect or to purchase his interest at a price to be determined by an agreement or by arbitration.

#### **INDEMNITY**

123. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company (including effect of insurance) against all losses or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no such Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the Act.

#### **ALTERATION OF ARTICLES**

124. (A) These Articles shall not be amended, added to or deleted without the prior approval of the shareholders by a special resolution.
- (B) These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines.

#### **EFFECTS OF THE LISTING REQUIREMENTS**

125. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.

Registration No.  
199701009694 (425190-X)

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

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Names, Addresses and Description of Subscribers

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HO MENG  
NRIC NO: 591023-10-5727 or 5776912 (B)  
The Forum  
45-5-14  
Jalan Inai  
55100 Kuala Lumpur

General Manager – Finance

AHMAD SUHAIMI BIN HAMZAH  
NRIC NO: 681103-08-6131 or A1153034 (B)  
No 5 Jalan 3  
Ampang Jaya  
68000 Ampang

Accounts Officer

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Dated this 26th day of March, 1997

Witness to the above signatures:-

SU SWEE HONG  
(MAICSA NO: 0776729)  
[NRIC NO: 580809-08-5824 or 5576739 (B)]  
Level 17 Menara Shahzan Insas  
30 Jalan Sultan Ismail  
50250 Kuala Lumpur