

**THE COMPANIES ACT, 1965
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SEG INTERNATIONAL BHD.

INCORPORATED ON 11 OCTOBER 1985



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

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

No. Syarikat

145998	U
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

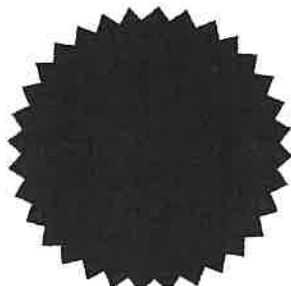
SYSTEMATIC EDUCATION GROUP BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
11 haribulan Oktober 1985, sebagai sebuah syarikat
Awam, pada 08 haribulan April 2002,
telah menukar namanya kepada

SEG INTERNATIONAL BHD.

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 08 haribulan April, 2002.



ANUAR BIN SHAMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Perintah Undang-Undang No. 12 tahun 1964, PN (SBK) 23 Pt. 11, P.S. 7/81 Jld. 2]



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 20

AKTA SYARIKAT 1965

[Seksyen 26 (3)]

No. Syarikat

145998	U
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**PERAKUAN PEMERBADANAN ATAS PENUKARAN
MENJADI SYARIKAT AWAM**

Ini adalah untuk memperakui bahawa

SYSTEMATIC EDUCATION GROUP SDN. BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965,
pada 11 haribulan Oktober, 1985, sebagai sebuah
syarikat berhad menurut syer, telah pada 08 haribulan
Jun, 1994, bertukar menjadi suatu syarikat awam
dan bahawa nama syarikat itu sekarang ialah

SYSTEMATIC EDUCATION GROUP BERHAD

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 08 haribulan Jun, 1994.



(ROGAYAH BTE MOHD. SAID)
Penolong Pendaftar Syarikat
Malaysia



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

145998	U
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Ini adalah untuk memperakui bahawa

SYSTEMATIC PROFESSIONAL CENTRE SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
11 haribulan Oktober, 1985, sebagai sebuah syarikat
persendirian, pada 03 haribulan Jun, 1994,
telah menukar namanya kepada

SYSTEMATIC EDUCATION GROUP SDN. BERHAD

dan bahawa syarikat ini adalah sebuah syarikat persendirian,
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 03 haribulan Jun, 1994.




(SAFATIMAH BTE MOHD. TAHIR)
Penolong Pendaftar Syarikat
Malaysia



PEJABAT PENDAFTAR SYARIKAT
MALAYSIA

BORANG 9
AKTA SYARIKAT, 1965

No. Syarikat
Tempatan 145998

Seksyen 16 (4)

PERAKUAN PERBADANAN SYARIKAT SENDIRIAN

Adalah diperakui bahawa

SYSTEMATIC PROFESSIONAL CENTRE SDN. BHD.

telah diperbadankan di bawah Akta Syarikat, 1965 pada dan mulai
dari 11 haribulan Oktober 19⁸⁵, 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 11 haribulan Oktober 19⁸⁵.

(PUTEH ET MAHMOOD)

PENOLONG PENDAFTAR SYARIKAT,
MALAYSIA

Company No.

145998	U
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COMPANIES ACT 2016

Section 36

NOTIFICATION OF ALTERATION OR AMENDMENT TO CONSTITUTION

SEG INTERNATIONAL BHD

(Company Name)

PARTICULARS OF AMENDMENTS

Date of special resolution

: 6 June 2018

☒ Amendments made to clauses: (State the Clauses and attach a copy of Constitution*/ Memorandum of Association* and / or Articles of Association* as amended)

: Please see Appendix A for the amendments & Appendix B for copy of the Constitution as amended.

☐ Abolition of Memorandum of Association

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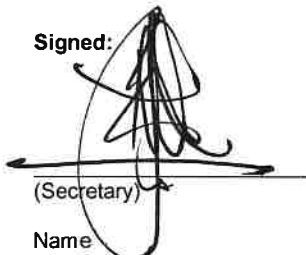
☐ Abolition of Articles of Association

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Declaration:

I confirm that the facts and information stated in this document are true and to the best of my knowledge.

Signed:



(Secretary)

Name
License no/ Membership No.
SSM Practicing Certificate No.
Date

:
:
:
:

HEW LING SZE
MAICSA 7010381
6 June 2018

Attention:

It is an offence under section 591 of the Companies Act 2016 to make or authorize the making of a statement that a person knows is false or misleading and that person may be liable, upon conviction, to imprisonment for a term not exceeding ten years or to a fine not exceeding RM3million or to both.

* Strike out whichever is inapplicable

Company No.

145998

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LODGER INFORMATION

Name : HEW LING SZE

NRIC No : 680825-10-6662

Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan

Phone No : 03-62873752

Email : lshew@segi.edu.my

Appendix A

- i. To insert the new Article 58A immediately after Article 58 to read as follows:

Article 58A Issuance of documents through electronic means

Subject to the Act, Listing Requirements and any other relevant authorities, if any, the Company may send notice of a general meeting, its annual report or any documents required to be sent under the Listing Requirements to its securities members ("Document") via electronic means by:

- (a) publishing on a designated website link, provided it notifies its securities holders separately in writing in hard copy, i.e. via letter or notification, or by way of electronic means, which includes electronic mail, short messaging service, or any other form of communication permitted under this Articles for purposes of written notification, about the publication and designated website link to download the notice of general meeting, annual report or Document; or
- (b) emailing its securities holders.

The contact details of the securities holders as contained in the Record of Depositors for the time being shall be deemed as the last known addresses provided by the securities holders to the Company for purposes of the aforesaid communication with the securities holders.

If the Company sends the notice of general meeting, annual report or Document through electronic mail, there must be proof of electronic mail delivery. In the event of delivery failure, the Company shall make alternative arrangements for service by serving the notice of general meeting, annual report or Document to the respective securities holders in hard copy, or in electronic format such as CD-ROM, USB drive or any other portable electronic format whatsoever (whether available now or in future).

Notwithstanding the aforesaid electronic means of communication, if any securities holder requests for a hard copy, the Company shall forward a printed hard copy of the notice of general meeting, annual report or Document to the securities holder within 4 market days from the date of receipt of the request, free of charge.

Where it relates to Document required to be completed by securities holders, including a rights issue or offer for sale, the Company must send these Documents through electronic mail, in hard copy or in any other manner as the Exchange may prescribe from time to time.

- ii. To insert the new Article 86.3 immediately after Article 86.2 to read as follows:

Article 86.3 Two-tier voting

In addition to Article 86.1, an Independent Director, as defined by the Listing Requirements, who has served for a cumulative term of nine (9) years, shall provide justification and seek shareholders' approval for his continued service as Independent Director and the resolution shall be passed by way of an ordinary resolution. If the Board continues to retain the Independent Director after the twelfth year, the Company shall seek shareholders' approval for his continued service as Independent Director through a two-tier voting process as defined by the Malaysian Code on Corporate Governance.

Company No.

145998

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COMPANIES ACT 2016

Section 36

NOTIFICATION OF ALTERATION OR AMENDMENT TO CONSTITUTION

SEG INTERNATIONAL BHD

(Company Name)

PARTICULARS OF AMENDMENTS

Date of special resolution

: 25 May 2017

☒ Amendments made to clauses: (State the Clauses and attach a copy of Constitution*/ Memorandum of Association* and / or Articles of Association* as amended)

: "THAT, the deletion of the existing Article 96.1 of the Constitution of the Company, as set out below, be and is hereby approved.

Article 96

The office of Director shall, ipso facto, be vacated –
~~96.1 upon his attainment of the age of 70 years, unless it has been previously approved by resolution passed by a majority of not less than three-fourths of such members of the Company entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company;~~"

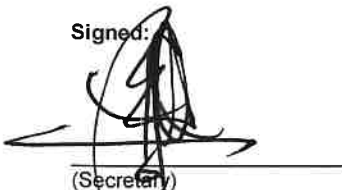
☐ Abolition of Memorandum of Association

☐ Abolition of Articles of Association

Declaration:

I confirm that the facts and information stated in this document are true and to the best of my knowledge.

Signed:


(Secretary)

Name
License no/ Membership No.
SSM Practicing Certificate No.
Date

:
HEW LING SZE
MAICSA 7010381
:
:
:
25 May 2017

Company No.

145998	U
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Attention:

It is an offence under section 591 of the Companies Act 2016 to make or authorize the making of a statement that a person knows is false or misleading and that person may be liable, upon conviction, to imprisonment for a term not exceeding ten years or to a fine not exceeding RM3million or to both.

* Strike out whichever is inapplicable

LODGER INFORMATION

Name : HEW LING SZE

NRIC No : 680825-10-6662

Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan

Phone No : 03-62873752

Email : lshew@segi.edu.my

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

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

~~*Section 28(9)~~

*Section 154 (1)

~~*Section 254(2)~~

Company No.

145998-U

**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Thirtieth Annual General Meeting of the members of SEG INTERNATIONAL BHD duly convened and held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on 24 May 2016, the ordinary resolutions set out below were duly passed.

It was RESOLVED:-

ORDINARY RESOLUTION

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

ORDINARY RESOLUTION

PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEG INTERNATIONAL BHD (SEGi) OF ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")

"THAT, subject to the provisions of the Companies Act, 1965 ("the Act") (as may be amended, modified or re-enacted from time to time), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares of RM0.25 each in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- i. the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being;

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

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

~~*Section 28(9)~~

*Section 154 (1)

~~*Section 254(2)~~

Company No.

145998-U

- ii. an amount not exceeding the Company's latest audited retained profit of RM32,653,000 and share premium account of RM68,504,000 as at 31 December 2015 be allocated by the Company for the Proposed Share Buy-Back; and
- iii. the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the market of the Bursa Securities or subsequently cancelled;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company."

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

"THAT, the retention of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas as Independent Non-Executive Director of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved."

(Page 3 of 3)

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

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

~~*Section 28(9)~~

*Section 154 (1)

~~*Section 254(2)~~

Company No.

145998-U

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

"THAT, the retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved."

Dated this 24th day of May, 2016



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi,
Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-62873752 Fax :03-61452679

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

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

~~*Section 28(9)~~

*Section 154 (1)

~~*Section 254(2)~~

Company No.

145998-U

**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Twenty-Ninth Annual General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on June, 2015, the ordinary resolutions set out below were duly passed.

It was RESOLVED:-

ORDINARY RESOLUTION

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”) and that such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.”

ORDINARY RESOLUTION

PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEG INTERNATIONAL BHD (SEGi) OF ITS OWN SHARES (“PROPOSED SHARE BUY-BACK”)

“THAT, subject to the provisions of the Companies Act, 1965 (“the Act”) (as may be amended, modified or re-enacted from time to time), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares of RM0.25 each in SEGi (“SEGi Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- i. the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being;

FORM 11

Companies Act, 1965

~~*Section 21 (2)~~

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

~~*Section 28(9)~~

~~*Section 154 (1)~~

~~*Section 254(2)~~

Company No.

145998-U

- ii. an amount not exceeding the Company's latest audited retained profit of RM12,415,000 and share premium account of RM55,288,000 as at 31 December 2014, and based on the latest management financial statements as at 31 March 2015, the retained profit and share premium account of the Company of RM10,901,000 and RM55,361,000 respectively, be allocated by the Company for the Proposed Share Buy-Back; and
- iii. the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the market of the Bursa Securities or subsequently cancelled;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company."

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

"THAT, the retention of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas as Independent Non-Executive Directors of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved."

FORM 11

Companies Act, 1965

~~*Section 21 (2)~~

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

~~*Section 28(9)~~

*Section 154 (1)

~~*Section 254(2)~~

Company No.

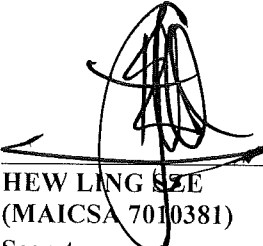
145998-U

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

“THAT, the retention of Dato’ Amos Siew Boon Yeong as Independent Non-Executive Directors of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved.”

Dated this 30th day of June, 2015



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi,
Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-62873752 Fax :03-61452679

(Page 1 of 3)

FORM 11

Companies Act, 1965

~~*Section 21 (2)~~

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

~~*Section 28(9)~~

~~*Section 154 (1)~~

~~*Section 254(2)~~

Company No.

145998-U

**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Twenty-Eighth Annual General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the **18th day of June, 2014**, the ordinary resolutions set out below were duly passed.

It was **RESOLVED:-**

ORDINARY RESOLUTION

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

ORDINARY RESOLUTION

PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEG INTERNATIONAL BHD (SEGi) OF ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")

"THAT, subject to the provisions of the Companies Act, 1965 ("the Act") (as may be amended, modified or re-enacted from time to time), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares of RM0.25 each in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- i. the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being;

FORM 11

Companies Act, 1965

*Section 21 (2)

*Section 26(1), (2)

*Section 28(9)

*Section 154 (1)

*Section 254(2)

Company No.

145998-U

- ii. an amount not exceeding the Company's latest audited retained profit of RM3,331,000 and share premium account of RM46,569,000 as at 31 December 2013, and based on the latest management financial statements as at 31 March 2014, the retained profit and share premium account of the Company of RM6,111,000 and RM46,807,000 respectively, be allocated by the Company for the Proposed Share Buy-Back; and
- iii. the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the market of the Bursa Securities or subsequently cancelled;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company."

ORDINARY RESOLUTION

APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

"THAT, the appointment of Tan Sri Megat Najmuddin Bin Dato' Seri Dr. Haji Megat Khas as Director of the Company who is going to attain the age of 70 years and retires pursuant to Section 129(6) of the Companies Act, 1965 be and is hereby approved"

(Page 3 of 3)

FORM 11

Companies Act, 1965

*Section 21 (2)

*Section 26(1), (2)

*Section 28(9)

*Section 154 (1)

*Section 254(2)

Company No.

145998-U

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

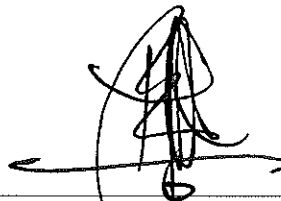
“THAT, the retention of Tan Sri Megat Najmuddin Bin Dato’ Seri Dr. Haji Megat Khas as Independent Non-Executive Directors of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved.”

ORDINARY RESOLUTION

RETENTION OF INDEPENDENT DIRECTOR

“THAT, the retention of Dato’ Amos Siew Boon Yeong as Independent Non-Executive Directors of the Company in accordance with Malaysian Code on Corporate Governance 2012 be and is hereby approved.”

Dated this 18th day of June, 2014



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi,
Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-62873752 Fax :03-61452679

145998-U

**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Extraordinary General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the 18th day of June, 2014, the ordinary resolutions set out below were duly passed.

It was RESOLVED:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN ("PROPOSED LTIP")

"THAT, subject to the approvals of the relevant authorities for the Proposed LTIP having been obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, the Directors be and are hereby authorised:-

- (a) to establish, implement and administer the Proposed LTIP in accordance with the by-laws of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of SEGi dated 27 May 2014 ("Circular"), and for such purpose, the basis of determining the subscription price of the ordinary shares at par value of RM0.25 each in SEGi ("SEGi Shares") comprised in the employees' share option scheme ("ESOS") options, the rationale and justifications for the Proposed LTIP as well as the utilisation of proceeds are disclosed in Sections 2.2.5, 3 and 4 of the Circular, respectively, and to approve and adopt the By-Laws;
- (b) to appoint a trustee ("Trustee") to facilitate the implementation of the Proposed LTIP and authorise the Trustee to (amongst others) purchase SEGi Shares for the purpose of the Proposed LTIP;
- (c) to provide money or other assistance (financial or otherwise), and/ or to authorise and/ or procure any one or more of the subsidiary companies of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to purchase SEGi Shares;
- (d) to issue new SEGi Shares pursuant to the Proposed LTIP from time to time as may be required for the purpose of the Proposed LTIP, provided always that the total number of SEGi Shares which may be made available under the Proposed LTIP and any other employee share issuance scheme to be implemented by the Company, if any, shall not in aggregate exceed 15% of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any time during the existence of the Proposed LTIP;
- (e) to modify and/ or amend the Proposed LTIP and/ or the By-Laws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/ or amendments; and

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- (f) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deeds with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may necessary or expedient in order to give full effect to the Proposed LTIP and terms of the By-Laws (with full power to consent to and to adopt such conditions, modifications, variations and/ or amendments as they may deem fit and/ or as may be required by the relevant authorities)."

ORDINARY RESOLUTION 2

PROPOSED GRANT OF ESOS OPTIONS AND/ OR SEGi SHARES TO HEW MOI LAN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Hew Moi Lan, Executive Director/ Chief Executive Officer of the Company up to 2,500,000, options to subscribe for new SEGi Shares and/ or SEGi Shares under the Proposed LTIP, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws.

PROVIDED ALWAYS THAT:-

- i. The executive Directors and senior management do not participate in the deliberation or discussion of their own allocation;
- ii. The allocation to an eligible person, who either singly or collectively, through persons connected to the eligible person, holds 20% or more of the issued and paid-up share capital of SEGi, must not exceed 10% of the new SEGi Shares available under the Proposed LTIP; and
- iii. Not more than 60% of the new SEGi Shares available under the Proposed LTIP shall be allocated in aggregate to the executive Directors and senior management of SEGi and its subsidiary companies, which are not dormant."



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University, No. 9, Jalan Teknologi,
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47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-62873752 Fax :03-61452679

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**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Twenty-Sixth Annual General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the **15th day of May, 2012**, the ordinary and special resolutions set out below were duly passed.

ORDINARY RESOLUTION 1

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”) and that such authority shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.”

ORDINARY RESOLUTION 2

PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEG INTERNATIONAL BHD (SEGi) OF ITS OWN SHARES (“PROPOSED SHARE BUY-BACK”)

“THAT, subject to the provisions of the Companies Act, 1965 (“the Act”) (as may be amended, modified or re-enacted from time to time), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares of RM1.00 each in SEGi (“SEGi Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being; an amount not exceeding the Company’s latest audited retained profit of RM7,522,000 and share premium account of RM16,412,000 as at 31 December 2011, be allocated by the Company for the Proposed Share Buy-Back AND THAT in respect of each purchase of SEGi Shares, the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the market of the Bursa Securities or subsequently cancelled;

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AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

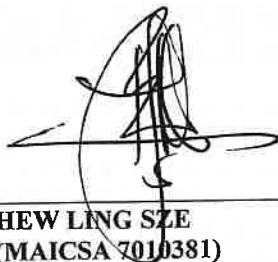
AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

“THAT the deletion, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in “Annexure A” be and are hereby approved.”

Dated this 15th day of May, 2012



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University College, No. 9, Jalan Teknologi,
Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-62873752 Fax :03-61452679

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association of the Company are proposed to be amended in the following manner :-

1. **Article 2**

The existing interpretation for “Listing Requirements” be altered by adding the words “Main Market” immediately before “...**Main Market** Listing Requirements” to read as follows:

“Listing Requirements” means the **Main Market** Listing Requirements of the Exchange as may be amended from time to time.

2. **Article 75**

The existing Article 75 be altered by adding the last sentence “There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as members to speak at the meeting.” at the end of the Article to read as follows:

75. “Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or any class of members and the person so authorised shall, in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. **There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as members to speak at the meeting.**”

3. **Article 80**

To delete the existing Article 80 in its entirety and to adopt the following new Articles 80 and 80A:

Existing

- 80 “Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.”

New

- 80 “Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.”
- 80A “An exempt authorised nominee refers to an authorised nominee defined under Central Depositories Act which is exempted from compliance with the provisions of sub-section 25A(1) of Central Depositories Act.”

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**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Extraordinary General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University College, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the 28th day of June, 2011, the special and ordinary resolutions set out below were duly passed.

SPECIAL RESOLUTION

PROPOSED AMENDMENT

"THAT, subject to the passing of Ordinary Resolutions 1, approval be and is hereby given for the Company to amend its Memorandum and Articles of Association as follows:-

THAT, the existing clause 5 of the Company's Memorandum of Association be deleted in its entirety and replaced with the following new clause 5:

"The capital of the Company is RM250,000,000 Malaysian Currency divided into 1,000,000,000 Ordinary Shares of RM0.25 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

THAT, the existing Article 3 of the Company's Articles of Association be deleted in its entirety and replaced with the following new Article 3:

"The authorised share capital of the Company at the date of adoption of these Articles is RM250,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each."

AND THAT the Directors be and are hereby empowered and authorised to give effect to the Proposed Amendment and to take all steps and do all things as they may deem fit, necessary and/or expedient in order to finalise and implement the Proposed Amendment."

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH HELD IN SEGi ("SEGi SHARES") INTO TWO (2) ORDINARY SHARES OF RM0.25 EACH IN SEGi ("SUBDIVIDED SEGi SHARES") AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("SHARE SPLIT ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT");

"THAT, subject to the approvals of all the relevant authorities and the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the subdivision of the existing ordinary shares of RM0.50 each held in the Company,

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and subject to the passing of the Special Resolution, approval be and is hereby given to the Company to subdivide the issued and paid-up share capital of the Company into two (2) new ordinary shares of RM0.25 each for every one (1) existing ordinary share of RM0.50 each held in the Company by the shareholders of the Company whose names are registered in the Record of Depositors of the Company on the entitlement date to be determined and announced by the Directors of the Company;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Share Split with full power to assent to any variations, modifications and/or amendments as may be required or permitted by the relevant authorities, to take all such steps and to do all acts and things in any manner as they may deem necessary in order to implement, finalise and give full effect to the Proposed Share Split.”

Dated this 28th day of June, 2011


HEW LING-SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University College, No. 9, Jalan Teknologi,
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**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Twenty-Fourth Annual General Meeting of the members of **SEG INTERNATIONAL BHD** duly convened and held at Level 2, Right Wing, SEGi University College, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the 28th day of June, 2010, the ordinary and special resolutions set out below were duly passed.

ORDINARY RESOLUTION 1

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

ORDINARY RESOLUTION 2

PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY SEG INTERNATIONAL BHD (SEGi) OF ITS OWN SHARES ("PROPOSED SHARE BUY-BACK")

"THAT, subject to the provisions of the Companies Act, 1965 ("the Act") (as may be amended, modified or re-enacted from time to time), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary shares of RM1.00 each in SEGi ("SEGi Shares") as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the total aggregate number of shares purchased or to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being; an amount not exceeding the Company's latest audited retained profit of RM15,375,000 and share premium account of RM35,876,000 as at 31 December 2009, be allocated by the Company for the Proposed Share Buy-Back AND THAT in respect of each purchase of SEGi Shares, the Directors shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the market of the Bursa Securities or subsequently cancelled;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

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- i. the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by an ordinary resolution passed by the shareholders of the Company in a general meeting;
- ii. the expiry of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii. revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND THAT the Directors be and are hereby authorised to act and to take all such steps to give full effect to the Proposed Share Buy-Back and do all such acts and things as they may deem necessary or expedient in the best interests of the Company.”

SPECIAL RESOLUTION 1

AMENDMENT TO THE ARTICLES OF ASSOCIATION

“THAT the first sentence of the existing Article 148 be altered by inserting the words ‘electronic means,’ immediately after ‘...may be paid by.....’ to read as follows:

Any dividend, interest or other money payable in cash in respect of shares may be paid by **electronic means**, cheque or warrant and sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct, subject to the Rules.”

Dated this 28th day of June, 2010


HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University College, No. 9, Jalan Teknologi,
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**NOTICE OF RESOLUTION
SEG INTERNATIONAL BHD**

To the Registrar of Companies,

At the Extraordinary General Meeting of the members of SEG INTERNATIONAL BHD duly convened and held at Level 2, Right Wing, SEGi University College, No. 9, Jalan Teknologi, Taman Sains Selangor, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on the 28th day of June, 2010, the special and ordinary resolutions set out below were duly passed.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, approval be and is hereby given for the Company to amend its Memorandum and Articles of Association as follows:-

THAT, the existing clause 5 of the Company's Memorandum of Association be deleted in its entirety and replaced with the following new clause 5:

"The capital of the Company is RM250,000,000 Malaysian Currency divided into 500,000,000 Ordinary Shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."

THAT, the existing Article 3 of the Company's Articles of Association be deleted in its entirety and replaced with the following new Article 3:

"The authorised share capital of the Company at the date of adoption of these Articles is RM250,000,000.00 divided into 500,000,000 ordinary shares of RM0.50 each."

AND THAT the Directors be and are hereby empowered and authorised to give effect to the Proposed Amendment and to take all steps and do all things as they may deem fit, necessary and/or expedient in order to finalise and implement the Proposed Amendment."

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH HELD IN SEGi ("SHARES") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN SEGi ("SUBDIVIDED SHARES") AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("SHARE SPLIT ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT");

"THAT, subject to the approvals of all the relevant authorities and the approval in-principle from Bursa Malaysia Securities Berhad ("Bursa Securities") for the subdivision of the existing ordinary shares of RM1.00 each held in the

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Company, and subject to the passing of the Special Resolution and Ordinary Resolution 2, approval be and is hereby given to the Company to subdivide the issued and paid-up share capital of the Company into two (2) new ordinary shares of RM0.50 each for every one (1) existing ordinary share of RM1.00 each held in the Company by the shareholders of the Company whose names are registered in the Record of Depositors of the Company on the Share Split Entitlement Date to be determined and announced by the Directors of the Company;

AND THAT the Directors be and are hereby authorised to give effect to the Proposed Share Split with full power to assent to any variations, modifications and/or amendments as may be required or permitted by the relevant authorities, to take all such steps and to do all acts and things in any manner as they may deem necessary in order to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000, COMPRISING 100,000,000 ORDINARY SHARES OF RM1.00 EACH TO RM250,000,000, COMPRISING 500,000,000 ORDINARY SHARES OF RM0.50 EACH ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each to RM250,000,000 comprising 500,000,000 ordinary shares of RM0.50 each and such additional ordinary shares when issued shall rank *pari passu* in all respects with the existing ordinary shares of RM0.50 each in the Company AND THAT in consequences thereof, the relevant clauses of the Memorandum and Articles of Association of the Company and relevant documents be amended accordingly AND FURTHER THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all acts, things and deeds which are necessary to give effect to the Proposed Increase in Authorised Share Capital. "

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF 71,274,204 NEW SUBDIVIDED SHARES ("BONUS SHARES") TO BE CREDITED AS FULLY PAID UP ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY FIVE (5) EXISTING SUBDIVIDED SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("BONUS ISSUE ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT, subject to the approval of all relevant authorities and the approval-in-principle of Bursa Securities for the listing of and quotation for the Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities and subject to the passing of the Special Resolution and Ordinary Resolutions 1 and 2, the Directors of the Company be and are hereby authorised to capitalise the sum of RM35,637,102 from the share premium account of the Company and the same be applied in making payment in full at par for 71,274,204 Bonus Shares in the share capital of the Company, for such Bonus Shares to be credited as fully paid-up to all shareholders of the Company on the Bonus Issue Entitlement Date to be determined and announced later by the Directors of the Company;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to execute all necessary documents to give full effect to and complete the Proposed Bonus Issue with full power to

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assent to or make any modifications, variations and/or amendments as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Proposed Bonus Issue."

ORDINARY RESOLUTION 4

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 124,729,857 FIVE (5)-YEAR 2010/2015 WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) NEW WARRANT FOR EVERY TWO (2) SUBDIVIDED SHARES HELD AT AN ISSUE PRICE OF RM0.05 PER WARRANT ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the approval-in-principle of Bursa Securities for the admission, listing of and quotation for the Warrants to be issued pursuant to the Proposed Rights Issue and the new Subdivided Shares to be issued following the exercise of the Warrants on the Main Market of Bursa Securities and subject to the passing of Ordinary Resolutions 1 and 3, approval be and is hereby given to the Directors of the Company:-

- (i) to issue by way of a renounceable rights issue of 124,729,857 Warrants at an issue price of RM0.05 per Warrant on the basis of one (1) Warrant for every two (2) Subdivided Shares held, by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on a date to be determined by the Directors including any person entitled on renunciation of a provisional allotment who has successfully subscribed for the Warrants;
- (ii) wherein each of the Warrants will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the period commencing on, and inclusive of, the date of issue of the Warrants and ending on the date preceding the fifth (5th) anniversary of the date of issue of the Warrants, or if such date is not a market day, then it shall be the market day immediately preceding the said non market day, but excluding the five (5) clear market days prior to a books closure date or entitlement date announced by the Company on which the Record of Depositors is closed, for one (1) new Subdivided Share at an exercise price of RM1.00;
- (iii) to deal with any fractional Warrants and any Warrants not accepted by the shareholders of SEGi in such manner as the Directors may in their discretion deem fit and expedient;
- (iv) to allot and issue such appropriate number of additional Warrants ("Additional Warrants") if any, as a consequence of the adjustment of the exercise price and/or the number of Warrants in accordance with the provisions of the Deed Poll and/or any amendments thereof or as may be imposed by the relevant authorities and such appropriate number of new Subdivided Shares in connection with and arising from the exercise of the Warrants and/or Additional Warrants ("Additional New Subdivided Shares"). The Additional New Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Subdivided Shares except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which precedes the relevant dates of allotment of such Additional New Subdivided Shares; and
- (v) to do all such acts and things and to execute all necessary documents including without limitation, the Deed Poll to give full effect to and complete the Proposed Rights Issue with full power to assent to or make any

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Company No.

145998-U

modifications, variations and/or amendments as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Proposed Rights Issue and the Deed Poll."

Dated this 28th day of June, 2010



HEW LING SZE
(MAICSA 7010381)
Secretary

Lodged by : **SEG INTERNATIONAL BHD (145998-U)**
Address : 6th Floor, SEGi University College, No. 9, Jalan Teknologi,
Taman Sains Selangor, Kota Damansara, PJU 5,
47810 Petaling Jaya, Selangor Darul Ehsan.
Tel : 03-61452752 Fax :03-61452755

THE COMPANIES ACT, 1965
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SEG INTERNATIONAL BERHAD

1. The name of the Company is SEG INTERNATIONAL 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 management consultancy services, and to provide business advisory services to clients on business training and management.
 - (2) To advance the art of professional knowledge of accountancy, marketing and financial management.
 - (3) To organise seminars and to give talks and speeches on the subjects on business management.
 - (4) To do any other things that are conducive to the attainment of the above objects.
 - (5) To carry on the business of garage keepers and suppliers of and dealers in plant, 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, tramways, 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 all, 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, dredgers, prospectors, job-masters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods lines matters and things including bricks, furniture, hardware, lime, metals, sands, 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 cardboards, 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, licences, 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, rights 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 or 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 water, works, garages, and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways electric power, heat and tight supply works, telephone works, motets, guest house, resthouses, 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, auld 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 kinds, including the hire or 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 recruitments 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 tours of all kinds; 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, entertainment, exhibitions, expositions, fairs, festivals, play-ground, theatres, shows, plays, game competitions, contests, races, sports and recreation or 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 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 or agency, commission, commercial development, manufacturing, mercantile and financial business.
- (20) To carry on the business or planter, farmers and cultivators of and dealers in rubber, oil palm, coconut, gutta percha, jelutong gum of description, latex bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon, tobacco, gambier, oilpalms, 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, diary 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, build, 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 factory, 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 leadlines, cranes, and all other forms of craft, machine of vehicle, animals or material, either terrestrially, sub-terranenously, 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 of 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 of otherwise acquire, use, assign, sell and generally deal in patent, patent-rights, trade-marks, designs, or other exclusive or non-exclusive or limited rights or privilege and to use, develop, grant licences and otherwise turn to account the same or any interests hereunder 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 the hire.

- (31) To transact business as financial, promoters and financial and monetary agents in any part of the word 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, concessionaires, 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, securities 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 find investment and to issue, place shares, stocks, debenture stocks or securities.
- (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, liquidator, 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 or all or any of the property and undertaking 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 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 on or proposing to carry on any business which the Company is authorised to carry on or engage in or possessed of 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 adventure, reciprocal concession mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carrying 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 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 government 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 government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and 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 borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner the Company shall think fit, and in particular by the issue of debentures of debenture stock, perpetual or other wise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole of any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the perform and by the Company of any obligation or liability it may undertake.
- (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 over body or partly having or for any objects or purposes whatsoever.
- (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 the clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in nowise 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 and as full and ample a manner and construed just as wide as 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 capital of the Company is RM100,000,000 Malaysian Currency divided into 100,000,000 Ordinary Shares of RM1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
6. Subject 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.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
Yeoh Ah Tu 103A, Jalan Bandar, Kuala Lumpur. Businessman	One (1)
Ong Tee Kiang 114, 4 ½ Miles, Klang Road, Kuala Lumpur. Businessman	One (1)
Total number of shares taken	Two (2)

Dated on the 30th day of September, 1985.

Witness to the above signature:

TUANG SEE MOY
10, JALAN 67/26,
TAMAN SRI RAMPAL,
SETAPAK,
KUALA LUMPUR.
Approved Company Auditor

THE COMPANIES ACT, 1965
MALAYSIA

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
SEG INTERNATIONAL BERHAD

EXCLUSION OF TABLE "A"

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

Table "A"
excluded

INTERPRETATION

2. Definitions and Interpretation

Definitions

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

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

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

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

"Central Depository" means Bursa Malaysian Central Depository Sdn. Bhd.

"Central Depositories Act" means the Securities Industry (Central Depositories) Act, 1991, as may be amended, modified or re-enacted from time to time.

"Company" means SEG INTERNATIONAL BERHAD

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

"Depositor" means a holder of securities account, as defined in Section 2 of the Central Depositories Act.

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

"Exchange" means the Bursa Malaysia Securities Berhad.

"Listing Requirements" means the Listing Requirements of the Exchange as may be amended from time to time.

"Market Day" means any day between Mondays and Fridays which is not a market holiday or Public holiday.

"Member(s)" means any person(s) for the time being holding shares in the Company and whose name(s) is/are entered in the Company's register of members including depositors whose names appear on the Record of Depositors except Bursa Malaysian Central Depository Nominees Sdn. Bhd.

"month" means the calendar month.

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

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

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

"Rules" means the Rules of the Central Depository and any appendices thereto as may be amended or modified from time to time.

"Seal" means the Common Seal of the Company.

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

"Securities Account" means an account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.

"Securities" means securities as defined in the Central Depositories Act for the time being.

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

"shares" means shares in the Company.

"Year" means the calendar year.

- 2.2 In these Articles, unless there is something in the subject or context inconsistent with such construction or unless it is otherwise expressly provided:

Interpretation

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

2.2.2 words including the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation;

2.2.3 words and phrases, definitions of which are given in the Act shall be construed as having the meaning thereby attributed to them, but excluding any statutory modification thereof not in force at the date of adoption of these Articles;

2.2.4 any reference to a statutory provision includes any modification, consolidation or re-enactment thereof for the time being in force, and all statutory instruments or orders made pursuant thereto; and

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

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

SHARES

3. The authorised share capital of the Company at the date of adoption of these Articles is RM100,000,000.00 divided into 100,000,000 ordinary shares of RM1-00 each.

Authorised
share capital

- 3A. The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder or issued by the Exchange and any other relevant authorities thereof.

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the Act and to the conditions, restrictions and limitations expressed in these Articles, the Directors may allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms and conditions, with such preferred or deferred or other special rights as they think proper, PROVIDED ALWAYS THAT -

Issue of shares

- 4.1 no shares shall be issued at a discount except in compliance with the provision of the Act;
- 4.2 no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the members in general meeting;
- 4.3 in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- 4.4 every issue of shares or options to employees and/or Directors shall be approved by the members in general meeting and -
 - (a) such approval shall specifically detail the amount of shares or options to be issued to such employees and/or Directors; and
 - (b) only Directors holding office in an executive capacity shall participate in such an issue of shares or options Provided Always that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue;

- 4.5 the Company must ensure that all new issues of securities for which listing is sought are made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees.
- 4.6 the Company must allot securities and despatch notices of allotment to the allottees within fifteen (15) market days of the final applications closing date for an issue of securities or such other periods as may be prescribed by the Exchange.
5. Subject to the Act, any preference share may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed provided that:-
- 5.1 Deleted.
- 5.2 the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the property, business and undertaking of the Company or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on such shares is in arrears for more than 6 months and during the winding up of the Company; and
- 5.3 Deleted.
- 5.4 the Company shall not unless with the consent of the existing preference shareholders at a class meeting or pursuant to Article 17 hereof issue further preference capital ranking in priority above preference shares already issued but may issue preference shares ranking equally therewith.

Issue of
preference
shares

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| 6. | The Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Article shall prohibit transactions mentioned in Section 67(2) of the Act or the circumstances set out in Section 67A(2) of the Act. | No financial assistance |
| 7. | In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by Section 58 of the Act of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do whether absolutely or conditionally, provided that the percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10% of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of the shares pay such brokerage as may be lawful. | Power of paying Commission |
| 8. | Where any share are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the condition and restrictions mentioned in Section 69 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant. | Shares issued for purposes of raising money for the construction of works or building |
| 9. | The Company shall duly observe and comply with the provisions of the Act and the Listing Requirements from time to time prescribed by the Exchange applicable to any allotment of its shares. | Compliance with Requirements |
| 10. | Except as required by law and as provided under the Rule, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not, even when having notice thereof, be bound or compelled to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly provided or as required by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder. | Trusts not to be recognised |

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| 11. | Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to section 132D of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the nominal value of those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding 12 months, exceeds 10% of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue. In working out the number of shares or convertible securities that may be issued by the Company, if the security is a convertible security, each such security is counted as the maximum number of shares into which it can be converted or exercised. | Issue of securities |
| 12. | No person shall exercise any rights of a member until his name shall have been entered in the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him. | Exercise of rights of members |
| 13. | If, by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Share, or his legal personal representatives. | Instalments |

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

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| 14. | Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a member for a period of not less than 10 years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Record of Depositors as the address of the member stating that the Company after expiration of one month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance. | Transfer of shares belonging to unlocated members to the Minister |
| 15. | If after the expiration of one month from the date of the advertisement the whereabouts of the member remains unknown, the Company may transfer the shares held by the member in the Company to the Minister charged with responsibility for finance and for the purpose may execute for and on behalf of the member a transfer of those shares to the Minister charged with responsibility for finance. | Disposal of shares to the Minister |

CERTIFICATES

16. The Registrar of the Company shall only issue jumbo certificates in respect of Shares or Securities in favour of MCD Nominees Sdn Bhd as he may be directed by the Securities Commission pending the crediting of Shares or Securities into the Securities Account of the person entitled to such Shares or Securities or as may be prescribed by the Central Depositories Act and the Rules PROVIDED ALWAYS that every certificate shall be issued under the Share Seal or Seal in such form as the Directors shall from time to time prescribe and shall bear the 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 or Securities to which it relates and the amounts paid thereon.

Issue of share certificates

ALTERATION ON RIGHTS

17. Notwithstanding Article 18 hereof the repayment of capital of preference shares other than redeemable preference shares, or any other alteration of preference shareholder rights, shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
18. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution the provisions of Section 152 of the Act shall, with such adaptations as are necessary, apply.
19. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

Alteration of preferential shareholders' rights

Alteration of class rights

No alteration of rights by issuance of new Shares

CALLS ON SHARES

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| 20. | The Directors may from time to time make such calls upon the members as the Directors may think fit in respect of the amounts unpaid on their Shares (whether on account of the nominal amount of the shares or by way of premium), and not by the conditions of allotment made payable at fixed times. Except in the case of calls payable at fixed times pursuant to the conditions of allotment, each member shall be entitled to receive at least 14 days' notice specifying the time or times and place of payment. | Calls on Shares |
| 21. | Any call may be made payable either in one sum or by instalments, and each member upon whom a call is made is liable to pay the amount of the call to the person and at the time or times and place appointed by the Directors. A call may be revoked or the time for its payment may be postponed by the Directors. | Payment of calls |
| 22. | 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 made |
| 23. | The Directors may on the issue of shares, differentiate between the holders of such shares as to the amount of calls to be paid and the time of payment of such calls. | Directors may differentiate between holders |
| 24. | Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on such fixed date, and in case of non-payment all the provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum were a call duly made and notified. | Term of issue may be treated as call |
| 25. | If any sum in respect of a call is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate, not exceeding 10% per annum, as the Directors may determine (or failing such determination, then at the rate of 10% per annum) provided however the Directors may waive payment of such interest in whole or in part. | Interest on calls in arrears |
| 26. | No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and expenses (if any). | Calls to be fully paid before receiving dividend |

27. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys payable in respect of any share held by him beyond the amount of the calls actually made thereon and upon the moneys so advanced, or so much thereof as shall from time to time exceed the amount of the calls due upon such shares, the Company may pay or allow such interest at such rate not exceeding ten percent (10%) per annum, as may be agreed between the member paying the sum in advance and the Directors. Any capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up in the shares in respect of which they have been paid.
- Payment of calls in advance

FORFEITURE AND SURRENDER OF SHARES

28. If any member fails to pay the whole or any part of any call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with interest at such rate not exceeding ten percent (10%) per annum as the Director shall determine and any expenses that may have accrued by reason of such non-payment.
- Notice to pay calls
29. The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.
- Period of notice
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder.
- Forfeiture for non-payment
31. Subject to the Central Depositories Act and/or the Rules, a share so forfeited or surrendered shall become the property of the Company and may be re-sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit.
- Shares forfeited belongs to the Company

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| 32. | A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture or surrender were payable by him to the Company in respect of the shares together with interest at the rate of ten percent (10%) per annum from the date of forfeiture or surrender to the date of payment on all monies for the time being unpaid if the Directors think it fit to enforce payment of such interest) but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares. | Liability on
forfeiture |
| 33. | A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Directors may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or other disposal of the share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of the sale of shares which are forfeited and sold, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the persons entitled to the shares immediately before the forfeiture thereof or his executors, administrators or assignees or as he directs. | Statutory
Declaration as
conclusive
evidence |
| 34. | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of a premium, as if the same had been payable by virtue of a call duly made and notified. | Application of
forfeiture
provision |
| 35. | When any share has been forfeited in accordance with these Articles notice of the forfeiture shall forthwith be given to the holder of the Share or to the person entitled to the Share by reason of the death or bankruptcy as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Record of Depositors opposite to the share. | Notice of
forfeiture to be
given and
entered in the
Record of
Depositors |

LIEN

36. The Company shall have a first and paramount lien on every share (not being fully paid share) for all money called or payable at a fixed time in respect of the particular share and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a member for all moneys payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon and to such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member.
37. The Company may sell, in such manner as the Directors think fit, any Share on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
38. The proceeds of any such sale after payment of the amount of interests and costs relating to the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assignees or as he directs.
- Company's lien
on shares
- Power to
enforce lien by
sale
- Application of
proceeds of
sale

TRANSFER OF SHARES

39. The transfer of any Deposited Security shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Section 103 and Section 104 of the Act but subject to sub-section 107C(2) of the Act and any exemption that may be made from compliance with sub-section 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of Deposited Security.
- Execution of
transfer

TRANSMISSION OF SHARES

40. Transmission of shares

- 40.1 Any person becoming entitled to a share which is a Deposited Security in consequence of the death or bankruptcy of a member may apply to the Central Depository to transfer the shares into his securities account supported by the relevant documents and in accordance with the Central Depositories Act and/or the Rules. The said person shall deliver or send to the Company and Central Depository a written notice signed by him expressing his aforesaid intention.

Death of holder
of shares

- 40.2 Provided that notice in writing thereof has been given to the Company subject to the Act, the Central Depositories Act and the Rules a person becoming entitled to a Security by reason of the death or bankruptcy of the holder thereof shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Security, except that he shall not before being registered as a Member in respect of the Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Security and if the notice is not complied with within thirty (30) days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Security until the requirements of the notice have been complied with.

Notice in
writing

CONVERSION OF SHARES INTO STOCKS

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

Conversion of
shares into
stocks

Holder of
stocks may
transfer their
interest

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| 43. | The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards dividends, participation in assets on a winding up, voting at meetings of the Company, and other matters as would have been conferred by the shares from which the stock arose, but so that none of such privilege or advantages, (except participation in dividends and profits of the Company and in assets on a winding up) shall be conferred by an amount of the stock which would not, if existing in shares, have conferred such privilege or advantages. | Participation in dividends and profits |
| 44. | All such provisions of these Articles as are applicable to paid-up shares shall apply to stock and in all such provisions the word "share" shall include "stock" and the word "shareholder" and "member" shall include "stockholder". | Application of these Articles |

INCREASE OF CAPITAL

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| 45. | The Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase. | Increase of share capital |
| 46. | Subject to any direction to the contrary that may be given by the Company in general meeting, any original Share or other convertible Securities for the time being unissued and not allotted and any new Share from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Share or Security which (by reason of the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to an offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Article. | Issue of new shares to existing members |

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

New capital to be considered as part of the current share capital of the Company

ALTERATION OF CAPITAL

48. Consolidation, sub-division and cancellation

Consolidation, sub-division and cancellation of shares

48.1 The Company may from time to time by ordinary resolution -

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act) and so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. Any resolution whereby any share is sub-divided may determine that, as between the holders of shares resulting from such subdivision, one or more of such shares may have such preferred or other special rights over, or may be given any preference or advantage as regards dividends, return of capital voting or otherwise over the other or others of such shares; or
- (c) cancel any share which at the date of the passing of the resolution has not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

48.2 The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner authorised by the Act and subject to any consent required by the law.

Reduction of capital

GENERAL MEETINGS

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| 49. | The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than 15 months shall elapse between the date of one annual general meeting and that of the next, but so long as a company holds its first annual general meeting within 18 months of its incorporation, it need not hold any other annual general meeting in the year of its incorporation or in the year following its incorporation. | Annual general meetings |
| 50. | All general meetings other than annual general meetings shall be called extraordinary general meetings. | Extraordinary general meeting |
| 51. | All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. | Convening of general meetings |
| 52. | The Directors may whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 144 of the Act. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors. | Convening of extraordinary general meetings |
| 53. | The notices convening meetings shall be given to all members (other than those who are not entitled to receive notices of general meetings of the Company under the provisions of these Articles or the terms of issue of the shares held by them) and to the auditors for the time being of the Company at least 14 clear days before the meeting or at least 21 clear days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least 14 clear days' notice or 21 clear days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in the daily press and in writing to the Exchange. | Notice of meetings |

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| <p>54. The Company shall request the Central Depository in accordance with the Rules, to prepare a Record of Depositors to whom notices of general meetings shall be given by the Company. The Company shall request the Central Depository in accordance with the Rules, to prepare a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors"). Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p> | <p>General Meeting Record of Depositors</p> |
| <p>55. Subject always to the provisions of Section 151 of the Act, no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of the receipts and consideration of the audited financial statements and audited group financial statements (if any) of the Company and the reports of the Directors and auditors and other documents required to be annexed to the financial statements, the declaration of dividends, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.</p> | <p>Business at extraordinary general meetings</p> |
| <p>56. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member and that where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.</p> | <p>Right to appoint proxy</p> |
| <p>57. The accidental omission to give notice of any meeting to or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceedings held at any such meeting.</p> | <p>Omission to give notice</p> |
| <p>58. A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 53, be deemed to be duly called if it is so agreed -</p> <p>58.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; or</p> <p>58.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority which together holds not less than 95% in nominal value of the shares giving a right to attend and vote.</p> | <p>Call of meetings by shorter notice</p> |

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

Resolution
requiring
special notice

PROCEEDINGS AT GENERAL MEETINGS

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

Special
business

61. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For all purposes, 2 members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of these Articles and entitled to vote shall be a quorum.

Quorum

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

Proceeding of
quorum not
present

63. The Chairman of the Board, if any, or in his absence the Deputy Chairman of the Board, if any, shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if neither of them be present within 15 minutes after the time appointed for holding the meeting, or both of them shall decline to take or shall retire from the chair, the Directors present shall choose one of their number to act as Chairman of such meeting, and if there be no Director chosen who shall be willing to act, the members present in person or by proxy and entitled to vote shall choose one of their own number to act as Chairman at such meeting.
- Chairman of the general meeting
64. The Chairman may, with the consent of the meeting at which a quorum is present and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Chairman may adjourn meeting and notice of adjournment to be given
65. A resolution in writing signed by all the members of the Company or their agents authorised in writing shall (except where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the members duly convened and held, and such resolution may consist of several documents in like form each signed by or on behalf of one or more members. In the case of a corporate body which is a member of the Company such resolution may be signed on its behalf by two of its Directors or by any person (whether identified by name or by reference to the holding of any particular office) duly authorised by such corporate body by resolution of its Directors or other governing body or by Power of Attorney to sign resolution on its behalf.
- Resolution in writing
66. Voting on resolution
- Voting on resolutions
- 66.1 At any general meeting a resolution put to the vote of the meeting shall be determined by a show of hands of the members present in person or by proxy, unless a poll is demanded (before or upon the declaration of the result of a show of hands)-
- (a) by the Chairman of the meeting;
 - (b) by at least two (2) members present in person or by proxy;
 - (c) by any member or members present in person or by proxy representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or

- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

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

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| 67. | The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand, or join in demanding a poll, and, for the purposes of the last preceding Article, a demand by a person as proxy for a member shall be the same as a demand by the member. | Proxies' right to demand a poll |
| 68. | If any votes shall have been counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof and unless in the opinion of the Chairman at the meeting or any adjournment thereof as the case may be, it shall be of sufficient importance to vitiate the result of the voting. | Counting of votes |
| 69. | If a poll is duly demanded it shall be taken in such manner as the Chairman may direct (including the use of a ballot or voting papers or tickets) and the result of a poll shall be deemed the resolution of the meeting at which the poll was demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers for the purposes of a poll, and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the results of the poll. | Taking of poll |
| 70. | A poll demanded on the election of a Chairman of a general meeting and on any question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either at once or at such time and place as the Chairman directs not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded. | Time of the taking of poll |
| 71. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. | Continuance of meeting of other business |
| 72. | The demand for a poll may be withdrawn at any time before the poll is taken, and notice must be given of a poll not taken immediately. | Withdrawal of poll |

VOTE OF MEMBERS

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| 73. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall have a second or casting vote. | Chairman's
casting vote |
| 74. | <u>Members' votes</u> | Members' votes |
| 74.1 | Subject to Article 54 above and any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. | |
| 74.2 | Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present or by duly authorised representative or proxy or attorney, and entitled to vote shall be entitled to one vote and in the case of a poll, a holder of ordinary shares or preference shares who is personally present or by proxy or by attorney or other duly authorised representative and entitled to vote shall be entitled to one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way. | Number of
votes |
| 74.3 | Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable. | |
| 75. | Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative either at a particular meeting of the Company, or at all meetings of the Company or any class of members and the person so authorised shall, in accordance with his authority and until his authority is revoked by the corporation, be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. | Votes of
corporation |

76. Members of unsound mind

Votes of
members of
unsound mind

76.1 Any member being of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote by his committee, receiver curator bonis, or other legal guardian or such other person as properly has the management of his estate. Any one of such person may vote either personally or by proxy or by attorney Provided such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 48 hours before the time appointed for holding the meeting.

76.2 The legal personal representative of a deceased member or the person entitled under the Article 40 to any share in consequence of the death or bankruptcy of any member may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that 48 hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to any share in consequence of the death or bankruptcy of any member unless the Directors shall have previously admitted his right to vote in respect thereof.

Votes of legal
personal
representatives
of members

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

Members in
default

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

Time for
objection of
any voter's
qualification

79. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a member appoints two proxies the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

Instrument of
proxy

80. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Appointment of at least one proxy
81. 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 : Form of proxy

SEG INTERNATIONAL BERHAD

I/We, _____, of _____
being a member/members of the abovenamed Company, hereby appoint _____ of _____ or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company, to be held on the [] day of [month] [year] , and at any adjournment thereof.

This form is to be used * in favour of the resolution
against

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

82. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposes to vote, or in the case of a poll, not less than 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. Deposit of proxy
83. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy, or of the authority which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for the taking of the poll) at which the instrument is used. Proxy irrevocable unless notice received by the Company

DIRECTORS

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| 84. | Until otherwise determined by the Company in general meeting the number of Directors shall not be less than 2 but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. The Board must have a minimum of 2 Directors or one-third in number, whichever is the higher who are independent directors as defined in the Listing Requirements and if the number of Directors of the Company is not 3 or a multiple of 3, then the number nearest one-third shall be used. | Number of
Directors |
| 85. | The shareholding qualification for Directors may be fixed by the Company in general meeting and until so fixed no shareholding qualification for Director shall be required. All Directors shall be entitled to receive notice of and to attend and speak at all general meetings of the Company. | Share
qualification of
the Directors |
| 86. | <u>Rotation and Retirement</u> | Rotation and
retirement of
Directors |
| ✓ 86.1 | At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election and an election of Directors shall take place each year. A retiring Director shall retain office until the close of the meeting at which he retires. | |
| 86.2 | The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. | |
| 87. | A retiring Director shall be eligible for re-election but save as aforesaid no person shall be eligible for election as a Director at a general meeting unless a notice of intention to propose his election signed by a member and a notice of his consent signed by himself have been left at the Office not more than 30 days nor less than 11 clear days before the date appointed for the meeting provided that in the case of a person recommended by the Directors for election 9 clear days' notice only shall be necessary and notice of every candidate for election shall be served on all members at least 7 days' prior to the meeting at which the election is to take place. | Notice of
nomination of
Director |

88. The Company at the meeting at which a Director retires may fill the vacated office by electing a person thereto. Unless at that meeting it is expressly resolved not to fill the vacated office or a resolution for re-election of the Director retiring at that meeting is put to the meeting and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a Director, be deemed to have been re-elected. A retiring Director shall be deemed to have offered himself for re-election unless he has given notice in writing to the Company that he is unwilling to be re-elected.
- When the retiring Director deemed re-elected
89. At a general meeting at which more than one Director is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two or more persons as Directors by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
- No appointment of Directors by single resolution
90. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- Number may be increased or decreased
91. Alternate Director
- Alternate Directors
- 91.1 A Director may appoint a person approved by a majority of his co-Directors to act as his alternate Provided That any fee paid by the Company to the alternate shall be deducted from that Director's remuneration. The alternate Director shall be entitled to notices of all meetings and to attend, speak and vote at any such meeting at which his appointor is not present. Any appointment so made may be revoked at any time by the appointor or by a majority of the Directors, and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company. An alternate Director shall ipso facto cease to be an alternate Director if his appointor for any reason ceases to be a Director.
- 91.2 If any Director retires by rotation and is re-elected by the meeting or is, pursuant to these Articles, deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him of an alternate Director which was in force immediately prior to the appointor's retirement shall continue to operate after such re-election as if the appointor had not so retired.

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

Removal of
Directors

- ✓ 93. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Appointment
by the Board of
Directors

94. The fees of the Directors shall be such fixed sum as shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office Provided Always that -

Remuneration

- 94.1 fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;
- 94.2 salaries payable to executive Directors may not include a commission on or percentage of turnover;
- 94.3 fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- 94.4 any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

95. Reimbursement and remuneration

Reimbursement and special remuneration

- 95.1 The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.
- 95.2 If by arrangement with the Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director in particular without limiting to the generality of the foregoing if any Director being willing shall be called upon to perform extra services or to make any special exertion in going or residing away from his usual place of business or residence for any of the purpose 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.

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

Vacation of office of Directors

- 96.1 upon his attainment of the age of 70 years, unless it has been previously approved by resolution passed by a majority of not less than three-fourths of such members of the Company entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company;
- 96.2 if he ceases to be a Director by virtue of the Act;
- 96.3 if (not being the Chief Executive Officer or the Managing Director holding office as such for a fixed term) he resigns his office by notices in writing under his hand sent to or left at the Office;
- 96.4 if he is absent from more than 50% of the total board of directors' meetings held during a financial year;
- 96.5 if he is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given;
- 96.6 if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- 96.7 if he becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office; or

- 96.8 if he becomes prohibited from being a Director by reason of any order made under the provisions of the Act or contravenes Section 130 of the Act.

POWERS AND DUTIES OF DIRECTORS

97. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of the Memorandum and Articles of Association of the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with these Articles, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
98. The Directors shall not without the prior approval of the Company in general meeting -
- 98.1 carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company, as defined in the Act; or
- 98.2 exercise any power of the Company to issue shares unless otherwise permitted under the Act; or
- 98.3 enter into any arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of a requisite value as defined in the Act.
99. Borrowing powers
- 99.1 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party Provided Always that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

Powers and
duties of
Directors

Approval of
the Company
required

Directors'
borrowing
power

- 99.2 The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- 99.3 If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
100. The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time in the employment or service of the Company or any associated company or to any persons who are or have been a Director or other officer of and holds or have held salaried employment in the Company or any associated company, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, association, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only where the Act requires, to proper disclosure to the members of the Company in general meeting. In this Article the expression "the associated company" shall include any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or which in the opinion of the Directors can properly be regarded as being connected with the Company or with any such company as aforesaid.
101. The Directors may from time to time, and at any time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (including power to sub-delegate but not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Directors think fit.

Duty to keep
register of
charges

Establishment
and
maintenance of
any pension,
superannuation
fund or life
assurance
schemes for the
benefit of the
employees of
the Company

Director's
power to
appoint
attorney of the
Company

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| 102. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipt for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine. | Cheques, bills etc. |
| 103. | A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intending Director shall be disqualified by his office from contracting with the Company with regard to his tenure of any such office or place of profit in any other respect nor shall any such contract, or any contract or arrangement entered into by or on behalf of any company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established provided always that Sections 131 and 132E and all other relevant provisions of the Act and these Articles are complied with. | Right to hold other office under the Company |
| 104. | Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company. | Right to payment for professional services |
| 105. | A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain, directly or indirectly, an improper advantage for himself or for any other person or cause detriment to the Company. | As to the duty and liability of the Director |
| 106. | Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. | General duty to make disclosure |

MINUTES AND REGISTERS

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| 107. | The Directors shall cause minutes to be duly entered in books provided for the purpose - | Minutes |
| 107.1 | of all appointments of officers to be engaged in the management of the Company's affairs; | |
| 107.2 | of the names of all the Directors present at each meeting of the Directors and of any Committee of Directors; | |

107.3 of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and

107.4 of all orders made by the Directors and any Committee of Directors.

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

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| 108. | The Company shall in accordance with the provisions of Section 141 of the Act, keep at the Office a register containing such particulars with respect to the Directors, managers and Secretaries of the Company as are required by and shall from time to time notify the Registrar of Companies of any change in such Register and of the date of such change in manner prescribed by that section. | Register of Directors, Managers and Secretaries |
| 109. | The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the Office, and shall be open to the inspection of any member without charge. | Minute books in registered office |
| 110. | The Company shall also keep at the Office, a register which shall be open to the inspection of any member without charge and to any other person on payment of such prescribed fee as may be determined by the Company, all such matters required to be so registered under the Act, and in particular - | Register of shareholders and particulars of Directors' shareholding |
| 110.1 | a register of substantial shareholders and of information received in pursuance of the requirements under Section 69L(1) and 69L(2) of the Act; | |
| 110.2 | a register of the particulars of each of the Directors' shareholdings and interests as required under Section 134 of the Act. | |
| 110.3 | a register of mortgages and charges as required under Section 111 of the Act. | |

PROCEEDINGS OF DIRECTORS

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| 111. | The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. | Directors' meeting |
| 112. | Unless otherwise determined by the Directors from time to time, not less than 7 days' notice of all Directors' meeting shall be given to all Directors and their Alternates Directors. | Notice of meeting |

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| 113. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two (2). | Quorum |
| 114. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under these Articles vested in or exercisable by the Directors generally. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote except where only 2 Directors form a quorum or where only 2 Directors are competent to vote on the question at issue. | Proceeding of meeting |
| 115. The continuing Directors or sole continuing Director may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purposes. | Number reduced below quorum |
| 116. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. | Power to convene meetings |
| 117. Any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other in which event such Director shall be deemed to be present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting PROVIDED that at least one of the Directors present at the meeting was at such place for the duration of that meeting. | Participation at Directors' meetings by way of telephone and video conferencing |
| 118. The Directors may from time to time elect and remove a Chairman and Deputy Chairman of the Board of Directors and determine the period for which they are respectively to hold office. The Chairman so elected, or in his absence the Deputy Chairman, shall preside at all meetings of the Directors but if no such Chairman or Deputy Chairman be elected, or if at any meeting the Chairman or Deputy Chairman be not present within 15 minutes after the time appointed for holding the same, the Directors present shall choose one of their number to act as Chairman of such meeting. | Chairman and Deputy Chairman |

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| <p>119. Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.</p> | <p>Disclosure of interest in contracts, property, offices etc.</p> |
| <p>120. No Director may vote in respect of any other contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other company in which he is interested either as an officer of that other company or as a holder of shares or other securities in that other company.</p> | <p>Directors - refrained from voting in interested transactions</p> |
| <p>121. A Director, notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement in which he is in any way interested provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.</p> | <p>Director appointed at a meeting to hold other office to be counted in the quorum</p> |
| <p>122. A Director may be or become Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise, or any corporation, which is directly or indirectly interested in the Company as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation, unless the Company otherwise directs at the time of his appointment. The Director may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be appointed, a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid provided always that he has complied with Section 131 and all other relevant provisions of the Act and of these Articles.</p> | <p>Director may become directors or other officers of any corporation promoted by the Company</p> |

COMMITTEES OF DIRECTORS

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| 123. | <p>The Directors may establish any committees, local boards or agencies, comprising of one or more persons, for managing any of the affair of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person to be a member of any such committee or local board, or any manager or agent, and may fix their remuneration, and may delegate to any such committee, local board, manager or agent any of these powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the members of any such committee or local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith without notice of any such annulment or variation shall be affected thereby.</p> | <p>Directors may establish committees etc.</p> |
| 124. | <p>Any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting PROVIDED that at least one of the members present at the meeting was at such place for the duration of that meeting.</p> | <p>Participation at committee meetings by way of telephone and video conferencing</p> |
| 125. | <p>The meetings and proceedings of any such committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by a regulation made by the Directors under the last preceding Article.</p> | <p>Meetings of the committee</p> |
| 126. | <p>Subject to any rules and regulations made hereunder, a committee may meet and adjourn as it think proper, and questions arising at any meeting shall be determined by a majority of votes of the members present (if more that one), and in the case of equality of votes, the Chairman shall have a casting vote.</p> | <p>Proceedings of the committee</p> |
| 127. | <p>A committee, local board or agency may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting, the Chairman is not present within 15 minutes after the time appointed for holding of the meeting, the members present may choose one of their members to be the Chairman at the meeting.</p> | <p>Chairman of the committee</p> |

VALIDATION OF ACTS OF DIRECTORS

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

Validity of the
acts of
Directors or
committee

CIRCULAR RESOLUTIONS

129. A resolution in writing signed or approved by letter, telegram, telex or telefax by all the Directors, shall for all purposes be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution may consist of several documents in like form, each signed by one or more Directors or their alternates.

Circular
resolution

CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

130. Chief Executive Officer / Managing Director

Directors may
appoint Chief
Executive
Officer and
Managing
Director

- 130.1 The Directors may from time to time appoint any one or more of their body to be-

- (a) Chief Executive Officer; and/or
- (b) Managing Director

- 130.2 Subject to Article 86.1, any such appointment shall be for a fixed term or such terms, and may vest in such Chief Executive Officer and/or Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The Chief Executive Officer and the Managing Director shall be subject to the control of the Board of Directors.

Term of
appointment

131. The remuneration of the Chief Executive Officer and the Managing Director shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.

Remuneration

132. The Chief Executive Officer and the Managing Director shall, while they continue to hold such offices, be subject to retirement by rotation, and they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and, if they cease to hold the office of Director from any cause, they shall ipso facto and immediately cease to be Chief Executive Officer or Managing Director, as the case may be.

Chief Executive Officer and Managing Director reckoned as Directors for purposes of rotation and retirement

ASSOCIATE DIRECTORS

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

Directors may appoint associate directors

THE SECRETARY

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

The Secretary

SEAL

135. The Directors shall provide for the safe custody of the Seal which shall only be used pursuant to a resolution of the Directors, or a committee of the Directors authorised to use the Seal. The Directors may from time to time (subject to the provisions of Article 16 in relation to share and debenture stock certificates and debentures) make such regulations as they think fit determining the persons and the number of such persons in whose presence the Seal shall be affixed and, until otherwise so determined, every instrument to which the Seal shall be affixed shall (subject to Article 16) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Provided Always that no person dealing with the Company shall be concerned to see or enquire as to whether any regulations so made have been complied with.
- The custody and the affixing of the Seal
136. The Company may also have a share seal pursuant to Section 101 of the Act. The share seal is a duplicate or facsimile of the Seal with the addition on its face of the words "Share Seal" which is specifically affixed onto certificates that may be issued by the Company for any share, stock, loan stock, debentures as defined in the Act, or other marketable security created or issued by the Company.
- The share seal

SEAL FOR USE ABROAD

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

RESERVES

138. The Directors may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet depreciation or contingencies, or for equalising dividends or for the payment of special dividends, or for the general liquidation of any debt or liability of the Company or for repairing, improving or maintaining any of the property of the Company, or for such other purposes (being purposes for which the profits of the Company may lawfully be applied) as the Directors shall in their absolute discretion think conducive to the interest of the
- Creation of reserve fund

Company, and may invest the several sums so set aside upon such investments as they think fit (subject to the provisions of these Articles) from time to time vary or realise such investments and dispose of all or any part thereof for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, with all power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

DIVIDEND

- | | | |
|------|---|--|
| 139. | The profits of the Company available for dividend and determined to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may declare dividends accordingly. | Payment of dividends |
| 140. | Without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided, no dividend shall be paid otherwise than out of profits nor shall any dividend or other monies payable on or in respect of any share bear interest against the Company and no dividend shall be paid in excess of the amount recommended by the Directors. | Dividends payable from profits only |
| 141. | Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividends is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid pro-rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall rank for dividend as if paid up (in whole or in part) as from a particular date, such share shall rank for dividend accordingly. | Dividends in proportion to amounts paid up |
| 142. | The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof | Interim dividends |

preferential rights with regard to dividend and provided that the Directors act bona fide they shall not incur any responsibility to the holder of shares conferring any preferential rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be determined by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

143. Debts deducted from dividends

Debts may be deducted from dividends

143.1 The Directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.

143.2 The Directors may retain any dividend or other moneys payable on or in respect of a share other than fully paid shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Power to retain dividends on which the Company has a lien

144. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

Asset, business or property bought by the Company be credited or debited to the revenue account of the Company

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

Power to retain dividends in respect of transmission of shares

146. All dividends unclaimed for more than one year after having been declared may be disposed of in accordance with the provisions of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company.

Unclaimed dividends

- | | |
|---|--|
| <p>147. Any dividend declared on Deposited Securities shall accrue to the Depositors whose names appear on the Record of Depositors issued to the Company or the Company's Registrar pursuant to the Rules.</p> | <p>Transfer not to affect right to dividend declared before registration</p> |
| <p>148. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant and sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or, if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and to such address as such persons may by writing direct, subject to the Rules. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.</p> | <p>Mode of payment of dividend</p> |
| <p>149. Any general meeting declaring a dividend or bonus may upon the recommendation of the Directors, direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debenture or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional shares and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.</p> | <p>Power to distribute dividend in specie</p> |

CAPITALISATION OF PROFITS

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

Capitalization
of profits

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

Appropriation
and allotment

FINANCIAL STATEMENTS

152. 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 167(4) of the Act the books of account or records of operations shall be kept at the Office or at such other place as the Directors think fit and shall always be open to inspection by the Directors.
153. The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the directors' and auditors' reports relating to it shall not exceed 4 months. A copy of each such documents shall not less than 21 clear days together with Annual General Meeting notice (or such other shorter period as may be agreed by all members entitled to attend and vote at the meeting) before the date of the meeting, be sent to every member of, and to every holder of debentures of the Company under the provisions of the Act or of these Articles. The requisite number of copies of each such document as may be required by the Exchange and Securities Commission shall at the same time be likewise sent to the Exchange and Securities Commission 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 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.
154. Save as may be necessary for complying with the provisions of the Act or as the Company may by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member.

Directors to
keep proper
accounts

Financial
Statements to
be made-up
and laid before
the Company

Lists or
particulars of
securities or
investments

AUDIT

155. Auditors shall be appointed in accordance with Sections 8 and 9 of the Act and their duties regulated in accordance with Sections 172 to 175 of the Act. Appointment of auditors
156. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns the auditors. Auditors entitled to attend general meeting

LANGUAGE

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

DESTRUCTION OF DOCUMENTS

158. The Company shall be entitled to destroy all instruments of transfer which shall have been registered at any time after a reasonable time from the date of registration thereof, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of one year from the date of cancellation or cessation thereof, and all notifications of change of name or address after the expiration of one year from the date they were recorded, and in favour of the Company it shall conclusively be presumed that every entry in the register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that - Company may destroy documents
- 158.1 the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice that the preservation of such document was relevant to a claim;

158.2 nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company but for the provisions of this Article; and

158.3 reference in this Article to the destruction of any document include references to its disposal in any manner.

AUTHENTICATION OF DOCUMENT

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

Appointed
persons

NOTICES

160. A notice or other document shall be served by the Company or the Secretary on any member or Director, as the case may be, either personally or by sending it through the post in prepaid letter addressed to such member or Director at his registered address as appearing in the register of Directors and the Records of Depositors, as the case may be, in Malaysia or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him.

Mode of
service of
notice

161. A notice or other document if served by post shall be deemed to be served in the case of a member or Director having an address for service in Malaysia 2 days following that on which a properly stamped letter containing the same is posted within Peninsular Malaysia and in the case of a member or Director having an address for service outside Malaysia 7 days following that on which the letter suitably stamped at airmail rates containing the same is posted within Peninsular Malaysia. In proving service by post it shall be sufficient to prove that the letter containing the notice or document was properly addressed and stamped and put into a Government post office letter box.

Deemed time
of notice

162. A notice or other document may also be served by the Company or the Secretary on any Director by transmitting it by telefax or by telex with confirmed telex answerback (with postage prepaid air mail confirmation) to such Director at the telex number of such Director appearing in the register of Directors or specified by such Director to the Company or the Secretary as such Director's telex number for the time being in the case of telex messages and at the telefax number appearing in the register of Directors or specified by such Director to the Company or the Secretary as such Director's telefax number for the time being in the case of telefax messages.
163. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share provided always that a person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (as claiming through or under him) in the share.
164. Subject always to the provisions of Article 164, any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be then deceased, and whether or not the Company has notice of his death, be deemed to have been duly served on his legal personal representatives.
165. Notice of general meeting
- 165.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member at his registered address as appearing in the Records of Depositors, as the case may be, in Malaysia, or (if he has no address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (c) the auditor for the time being of the Company; and

Service of
notice by
telefax or telex

Person entitled
to shares by
transfer,
transmission,
etc. bound by
notices

Notices by post
to persons
entitled in
consequence of
death

Persons
entitled to
notice of
general
meeting

(d) the Exchange.

165.2 Save as otherwise provided in these Articles or in the Act, no other person shall be entitled to receive notice of general meetings.

165.3 Any notice on behalf of the Company or of the Board of Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

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

Distribution in
specie

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

Distribution of
assets

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

167.2 If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively.

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

Commission or
fee to
liquidators

SECURITY CLAUSE

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

Secrecy

INDEMNITY

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

Indemnity to
the Directors,
Managing
Director,
Secretary etc.

RECONSTRUCTION

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

EFFECT OF LISTING REQUIREMENTS

172. 172.1 Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- 172.2 Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- 172.3 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).
- 172.4 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.
- 172.5 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.
- 172.6 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.
- Effect of
Listing
Requirements

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

Names, Addresses and Descriptions of Subscribers.

Yeoh Ah Tu
103A, Jalan Bandar, Kuala Lumpur.
Businessman

Ong Tee Kiang
114, 4 ½ Miles, Klang Road, Kuala Lumpur.
Businessman

Dated on the 30th day of September, 1985.

Witness to the above signature:

TUANG SEE MOY
10, JALAN 67/26,
TAMAN SRI RAMPAL,
SETAPAK,
KUALA LUMPUR.
Approved Company Auditor

These are the Articles of Association as adopted by Special Resolutions passed on 20 June 2001, 28 June 2005 and 21 June 2007 in substitution for and to the exclusion of all existing Articles of Association of the Company.