

Proposed Amendments To The Articles Of Association Of The Company

Appendix I

(a) Article 2

That the definitions in the existing Article 2 be amended as follows :-

i) by deleting the following definition :

"Approved Market Place

means a stock exchange which is specified to be an approved market place in the securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998."

ii) by inserting the following definition :

"The Exchange

means Bursa Malaysia Securities Berhad."

And That the term "the Kuala Lumpur Stock Exchange", wherever it appears in the Articles of Association of the Company shall be replaced with the term "the Exchange".

iii) by amending the following definition :

"Central Depository

means Malaysian Central Depository Sdn Bhd."

to

"Depository

means Bursa Malaysia Depository Sdn Bhd."

And That the term "Central Depository", wherever it appears in the Articles of Association of the Company shall be replaced with the term "Depository".

(b) Article 3

That the existing Article 3(e) be deleted in its entirety :

"that preference shareholders shall be entitled to a return of capital in preference to ordinary shareholders when the Company is wound up."

(c) Article 5

That the existing Article 5(b) be deleted in its entirety :

"No issue of preferred shares shall be made which would result in the total nominal value of issued preferred shares exceeding the total nominal value of the issued ordinary shares at the time of such issue."

(d) Article 29

That the existing Article 29 be amended by deleting the words "Eighteen (18)" and be substituted with the words "At least ten (10)" and read as follows :

"The register of transfers may be closed at such times and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty (30) days in any year. At least ten (10) Market Days notice of books closure stating

the period and purpose for such closure shall be given to the Exchange and advertised in a local daily newspaper circulating in Malaysia. At least three (3) Market Days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice shall be given to the Depository."

(e) Article 32A

That the existing Article 32A be deleted in its entirety and substituted with the following new Article 32A and read as follows :

"Transmission of securities

(1) Where :

(a) the securities of the Company are listed on another stock exchange; and

(b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendments) Act 1998, as the case may be, under the Rules of the Depository in respect of such securities;

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

(f) Article 50(2)

That the existing Article 50(2) be amended by deleting the words "the daily press" and be substituted with the words "at least 1 nationally circulated Bahasa Malaysia or English daily newspaper" and read as follows :

"The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement of the general nature of the business and the effect of any proposed resolution in respect of such special business. In addition fourteen days' notice or twenty-one days' notice in the case where any special resolution is proposed or where it is the Annual General Meeting, of every such meeting shall be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each Stock Exchange upon which the Company is listed."

Proposed Amendments To The Articles Of Association Of The Company (cont'd)

Appendix I

(g) Article 50(10)

That the existing Article 50(10) be deleted in its entirety and be substituted with the following new Article 50(10) and read as follows :

"The Company shall in accordance with the Rules, inform the Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Depository to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days prior to and not including the date of the general meeting. Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), the General Meeting Record of Depositors shall be the final record of all depositors whose names appear therein shall be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings."

(h) Article 61A

That a new Article 61A be inserted immediately after the existing Article 61 and read as follows :

"On a resolution to be decided on a show of hands, a holder of preference shares who is personally present and entitled to vote shall be entitled to one (1) vote."

(i) Article 68

That the existing Article 68 be amended by deleting the last sentence "**All the Directors shall be natural persons.**" and read as follows :

"The Company in General Meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two (2) and the maximum number shall be fifteen (15)."

(j) Article 73

That the existing Article 73 be amended :

- i) By inserting the words "**during his term of office**" immediately after the word "vacated" in the first sentence; and
- ii) By deleting the existing Article 73(g) in its entirety;

"If he absents from more than 50% of the total board of directors' meetings of the Company held during a financial year unless exemption is obtained from the Kuala Lumpur Stock Exchange."

and read as follows :

"The office of a Director shall be vacated **during his term of office** :-

- (a) If he becomes a bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental disorder;
- (c) If he absents himself from the meetings of Directors for a period of six (6) months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated his office;
- (d) If he is removed by an ordinary resolution of the Company in General Meeting;
- (e) If he is prohibited from being a Director by any order made under any provision of the Act;
- (f) If by notice in writing given to the Company he resigns his office."