

THE COMPANIES ACT, 1965
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HONG LEONG BANK BERHAD

TABLE A

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| 1. | The regulations 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 presents. | Table A
not to apply |
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INTERPRETATION

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| 2. | In these Articles and in the Memorandum of Association of the Company, unless there be something in the subject or context inconsistent therewith:- | Interpretation |
| | <ul style="list-style-type: none">(a) “The Company” means HONG LEONG BANK BERHAD.(b) “the Act” means the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.(c) “the Office” means the registered office for the time being of the Company.(d) “the Register” means the register of Members to be kept pursuant to the Act or the Record of Depositors.(e) “the Registrar” means such person, firm or company which for the time being maintains in Malaysia the Register.(f) “the Secretary” means any person or persons appointed to perform the duties of a secretary of the Company and shall include a joint secretary and alternate secretary.(g) “market day” means any day between Mondays and Fridays which is not a market holiday of the Exchange or a public holiday.(h) “these presents” means the Memorandum of Association and the Articles of Association or other regulations of the Company from time to time in force.(i) “Ringgit” means Ringgit Malaysia the currency of Malaysia.(j) “Seal” means the common seal of the Company.(k) “shares” means shares in the Company. | <p>(Amended by
Special
Resolution
passed on
29.10.2008)</p> |

- (l) “the Directors” or “the Board” means the Directors for the time being of the Company.
- (m) “the Exchange” means Bursa Malaysia Securities Berhad or such other name by which it shall be known from time to time.
- (n) “In writing” or “written” means and includes words printed, lithographed, represented or reproduced in any mode in a visible form.
- (o) “dividend” includes bonus.
- (p) “special resolution” has the meaning assigned to it in the Act.
- (q) “the BAFIA” means the Banking and Financial Institutions Act 1989 and any amendments or statutory modifications or replacements thereof for the time being in force.
- (r) “Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.
- (s) “Member or shareholder or holder of shares or any like expression” means any person/s for the time being holding shares in the Company and whose name/s appear/s in the Register (except Bursa Malaysia Depository Nominees Sdn Bhd) including depositors who shall be treated as if they were Members pursuant to Section 35 of the Central Depositories Act (or any amendments thereof) but excludes the Depository in its capacity as bare trustee.
- (t) “Depository” means Bursa Malaysia Depository Sdn. Bhd. or its successor or such other name by which it shall be known from time to time.
- (u) “Depositor” means a holder of a Securities Account established by the Depository in which there is a credit balance of securities in the Company.
- (v) “Deposited Security” means a security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.
- (w) “Securities Account” means an account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor.
- (x) “Record of Depositors” means a record provided by the Depository to the Company under the Rules.
- (y) “Rules” shall have the meaning given in Section 2 of the Central Depositories Act, or any statutory modification, amendment or re-enactment thereof for the time being in force.

*(Amended by
Special
Resolution
passed on
29.10.2008)*

- (z) “Foreign persons” are defined as:-
- (i) An individual who is not a citizen or permanent resident of Malaysia; or
 - (ii) A corporation wherever incorporated in which citizens or permanent residents of Malaysia or any body corporate constituted by any statute of Malaysia do not have an interest in the aggregate in at least fifty percent (50%) of the issued share capital of such corporation; or
 - (iii) Any legal entity (other than an individual or a corporation which is not owned or controlled by the Government of Malaysia or any authority thereof and which is considered by the Directors to be a Foreign Person).
- (aa) “BNM” means Bank Negara Malaysia.
- (ab) “securities” shall have the meaning assigned to it given in Section 2 of the Capital Markets and Services Act 2007 or any statutory modification, amendment or re-enactment thereof for the time being in force.
- (ac) “Exempt Authorised Nominee” means an authorised nominee as defined under the Central Depositories Act, which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.

*(Amended by
Special Resolution
passed on
29.10.2008)*

*(Amended by
Special Resolution
passed on
23.10.2013)*

Any words or expressions in the Act or in Central Depositories Act having a special meaning assigned to them in the Act have the same meaning in these presents.

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

Words importing the masculine gender only, include the feminine gender.

Words denoting persons include corporations.

“month” means Calendar Month.

“year” means Calendar Year.

“Territory” means Malaysia.

*(Amended by
Special Resolution
passed on
29.10.2008)*

CONVERSION OF SHARES INTO STOCKS

3. (a) The Company by ordinary resolution may convert any paid-up shares into stock, and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may, thenceforth, transfer their respective interests therein or any part of such interests, in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company’s capital may be transferred, or as near thereto as circumstances will admit. But 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 shall not be dealt with, but with power,

Conversion of
shares into
stock

nevertheless, at their discretion to waive such rules in any particular case provided that the minimum so fixed shall not be greater than the nominal amount of the share from which the stock arose.

- (b) The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, as far as circumstances will admit, apply to stock as well as to shares.

SHARES

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| 4. | The shares taken by the subscribers to the Memorandum of Association shall be duly issued by the Directors. Subject as aforesaid the shares shall be under the control of the Directors who may, subject to the Company's Memorandum and Articles allot and issue the same to such persons on such terms and conditions and at such time as the Directors think fit and with full power to give to any person the call of any shares either at par or at a premium and for such consideration as the Directors think fit. | Shares under control of Directors |
| | | <i>(Amended by Special Resolution passed on 10.06.2002)</i> |
| | Subject to the approval of BNM, no part of the funds of the Company or of any subsidiary thereof shall be employed in the purchase or subscription of shares of the Company or in loans upon the security thereof. | |
| 5. | If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments every such instalment 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. | Share paid by instalments |
| 6. | No person shall exercise any rights of a Member until his name shall have been entered in the Register of Members or the Record of Depositors and shall have paid all calls and other moneys for the time being due and payable on any share held by him whether alone or jointly with any other person PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right. | Exercise of right of Members |
| | | <i>(Amended by Special Resolution passed on 29.10.2008)</i> |
| 7. | No person shall be recognised by the Company as holding any share upon any trust, or assignment and the Company shall not be bound by or required to recognise any equitable, contingent, future, or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by the Act or pursuant to any order of Court or as provided under the Rules. | No trusts recognised |
| 8. | In addition to all other powers of paying commissions, 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 | Power to pay commission and |

or conditionally, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 percent 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.

brokerage

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

Power to pay interest for share capital

(Amended by Special Resolution passed on 29.10.2008)

DISPOSAL OF SHARES OF MEMBER WHOSE WHEREABOUTS UNKNOWN

10. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten years from the date that the Company is first unable to trace such Member the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members or Record of Depositors as the address of the Member stating that the Company after the expiration of one month from the date of the advertisement intends to transfer the shares to the Minister charged with responsibility for finance.

Untraceable shareholders

11. 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.

LOSS OR DESTRUCTION OF CERTIFICATES

12. Subject to the provisions of the Act, the Central Depositories Act and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member company of the Exchange or on behalf of its/their client/s as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Malaysia Three (RM3.00) plus the stamp duty, if applicable, payable under the law for the time being in force, per certificate or such other sum as may from time to time be fixed by the Directors with the approval of the Exchange. In the case of destruction, loss or theft a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

Lost or destroyed certificates

CERTIFICATES/NOTICES OF ALLOTMENTS

13. (1) Every share certificate of the Company shall be issued under the Seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means of one Director and the Secretary, or a second

Issue of share certificates

Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with.

- (2) Subject to the existing laws for the time being in force, all new issues of securities for which listing is sought shall be 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 the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository to enable the Depository to make the appropriate entries in the securities accounts of such allottees.
- (3) Subject to the provisions of the Act, the Central Depositories Act and/or the Rules and/or requirements of the Exchange, the Company shall allot securities and despatch notices of allotment to all allottees within such period and in such manner as may be prescribed by the relevant authorities, law and/or regulations for the time being in force.

*(Amended by
Special Resolution
passed on
29.10.2008)*

CALLS AND LIEN ON SHARES

14. The Directors may, subject to the provisions of these presents from time to time, make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit provided that fourteen days' notice at least is given for each call, and each Member shall be liable to pay the amount of every call so made upon him to the persons in such manner and at the times and places appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Calls
15. Subject to any special conditions on which any shares have been issued, each Member shall be liable to pay any call made on him and any instalment presently payable by him at the time and place appointed by the Directors.
16. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid the holder or allottee of the share shall pay interest on the amount of the call at such rate not exceeding twelve per centum per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part. Interest on
unpaid calls
17. Any sum which by the terms of allotment 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 presents, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these presents as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles shall apply as if such sum were a call duly made and notified as hereby provided. Sums payable
on allotment
or fixed date
deemed a call
18. The Directors may from time to time on the issue of shares differentiate between the holders of such shares as to the amount of calls or instalments to be paid and in the time of payment of such calls or instalments. Difference in
arrangement
as to calls

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| 19. | The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys for the time being remaining uncalled on his shares, and may pay interest at such rate as may be determined by the Directors upon the moneys so paid in advance, or upon so much thereof as from time to time remains in advance of the calls then made upon such shares. Any capital paid on shares in advance of calls shall not whilst carrying interest, confer a right to participate in profits. | Interest on payment in advance of calls |
| 20. | No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him whether alone or jointly with any other person together with interest and expenses (if any). | Calls to be fully paid before receiving dividend |
| 21. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company's lien on shares and dividends from time to time declared in respect of such shares, shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased member. | Paramount lien

<i>(Amended by Special Resolution passed on 29.10.2008)</i> |
| 22. | Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default shall have been served on such Member or on the persons (if any) entitled to the shares by reason of his death or bankruptcy or winding up and default in payment, fulfilment or discharge shall have been made by him or them for fourteen days after such notice. | Enforcement of lien

<i>(Amended by Special Resolution passed on 29.10.2008)</i> |
| 23. | To give effect to any sale, the Directors may authorise some person to transfer such shares to the purchaser. | Transfer on sale |
| 24. | No purchaser shall be bound or concerned to inquire into the application of the purchase money or the regularity of the sale but the remedy of any one injured by a sale wrongly made in purported exercise of such power of sale shall be in damages against the Company only. | Effect of sale |
| 25. | All moneys received on any such sale shall be applied firstly in payment of all costs of such sale and of any attempted sale and secondly in payment of all moneys including accrued interest, charged on the shares by virtue of such lien and presently payable and subject to such payment the balance shall (subject to a like lien for sums not presently payable as existed on the shares prior to the sale) be paid to the person who was entitled to such shares immediately prior to the date of such sale, or his executors, administrators or assignees or as he may direct. | Application of proceeds |

INFORMATION ON SHAREHOLDING

26. (1) The Company may by notice in writing, require any Member of the Company, within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if he holds them as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- (2) Where the Company is informed in pursuance of a notice given to any person under sub-section (1) hereof or under this sub-section, that any other person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (b) if he holds it as trustee, to indicate so far as he can, the person for whom he holds it by name and by other particulars sufficient to enable them to be identified and the nature of their interest.
- (3) The Company may by notice in writing require a Member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him, are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement and the parties to it.

*(Amended by
Special
Resolution passed
on 10.06.2002)*

TRANSFERS AND TRANSMISSION OF SHARES

27. (a) Subject to the Act, the Central Depositories Act and/or the Rules, the transfer of any listed securities or class of listed securities of the Company shall be made by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.
- (b) The instrument of transfer of any share of the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register and/or the Record of Depositors, as the case may be, in respect thereof.
28. The Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

Transfer of
shares

*(Amended by
Special Resolution
passed on
29.10.2008)*

*(Amended by
Special Resolution
passed on
10.06.2002)*

Refusal to
register
transfer

*(Amended by
Special Resolution
passed on
29.10.2008)*

29. (1) The Directors shall register the transfer of any shares to any person. The Directors may however decline to register the transfer of any shares of the registration of the shares is prohibited by law, or if the share is not a fully paid share or if the Company has a lien over the shares. Directors may refuse to register
- (2) The Directors may refuse to register the transfer of any share if in their opinion such transfer when registered will result in Foreign Persons having control of or beneficial ownership in the aggregate in more than 30 percent of the issued share capital of the Company. However, such Foreign Persons, although not registered as Members, shall be entitled to such rights and obligations as may be determined by the Board of Directors from time to time except that such Foreign Person shall not be entitled to exercise in any manner whatsoever any voting rights whatsoever in respect of the aforesaid shares in any meetings of the Company. *(Amended by Special Resolution passed on 10.06.2002)*
- (3) In computing the percentage of issued share capital in which Foreign Persons have an interest the Directors shall include as part thereof any share held by joint holders if at least one of them is a Foreign Person.
- (4) The Company shall make public announcements at quarterly intervals of the percentage of the then issued share capital of the company in which Foreign Persons have an interest and whenever such percentage reaches thirty percent (30%) the Company shall make an immediate public announcement to that effect.
- (5) In the event the Directors refuse to register the transfer of any shares for the aforesaid reasons or for any other reasons, they shall within ten (10) market days after the date on which the Transfer was lodged with the Company send to the transferee notice of their refusal and the reasons thereof.
30. Subject to the Rules no shares shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
31. The registration of transfer may be suspended at such time and for such period as the Directors may from time to time determine, PROVIDED ALWAYS that such registration shall not be suspended for more than thirty (30) days in any year or such other period as may be prescribed by the Exchange. At least ten (10) market days' notice prior to such closure or such other period of notice as may be fixed by the Directors with the approval of the Exchange shall be given to the Exchange and advertised in a daily newspaper circulating in Malaysia stating the period and the purpose of such closure. At least three (3) market days prior notice shall be given to the Depository to enable 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. Registers may be closed *(Amended by Special Resolution passed on 29.10.2008)*
32. The executors or administrators of a deceased shareholder not being one of several joint holders shall be the only persons recognised by the Company and the Depository as having any title to the share. In the case of a share registered in the names of two or more holders the survivors shall be the only persons recognised by the Company as having any title to the share, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. Transmission on death Member *(Amended by Special Resolution passed on 29.10.2008)*

33. Any person becoming entitled to a share in consequence of the death or bankruptcy or insolvency or winding up of a Member may upon such evidence being produced as may from time to time be required by the Directors and/or the Depository be registered as a Member in respect of the share or instead of being registered himself to make such transfer of the share as the deceased or bankrupt or insolvent person could have made but the Directors and/or the Depository shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy or insolvency. Before recognising any executor or administrator the Directors and/or the Depository may require him to take out probate or letters of administration as evidence. PROVIDED ALWAYS THAT where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.
- Production of evidence of title before registration
- (Amended by Special Resolution passed on 29.10.2008)*
34. Where the registered holder of any share dies or becomes bankrupt or wound up, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of evidence as may from time to time be required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt or wound up.
- Person entitled by transmission may receive dividend
- (Amended by Special Resolution passed on 29.10.2008)*

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

35. In the event that:-
- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998 or any statutory modification, amendment or re-enactment thereof for the time being in force, as the case may be, under the Rules in respect of such securities, the Company shall, upon the 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 in Malaysia and vice versa PROVIDED THAT there shall be no change in ownership of such securities.
- Transmission of securities from Foreign Register
- (Amended by Special Resolution passed on 29.10.2008)*

FORFEITURE OF SHARES

36. If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid together with interest thereon not exceeding twelve per centum per annum or such other rate as the Directors shall determine from time to time and any expenses that may have accrued by reason of such non-payment.
- Notice to be given of intended forfeiture

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| 37. | The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the share in respect of which such call was made or instalments payable will be liable to be forfeited. | Particulars to be set out in notice |
| 38. | If the requirements of any such notice aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared. | Forfeiture on non-compliance to be by resolution of Directors |
| 39. | When any share has been forfeited in accordance with these presents notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share. | Notice of forfeiture to be given and entered in Register of Members |
| 40. | Every share which shall be forfeited shall thereupon become the property of the Company and may be either cancelled or sold or reallocated or otherwise disposed of, either to the person who was before such forfeiture the holder thereof or entitled thereto or to any person, upon such terms and in such manner as the Directors shall think fit. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls, accrued interest and expenses shall be paid to the person whose shares have been forfeited or his executors, administrators or assignees or as he directs. | Shares forfeited belong to the Company |
| 41. | Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. | Amendment of forfeiture |
| 42. | A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture remain liable to pay the Company all calls made and not paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the share had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture. | Calls and expenses recoverable after forfeiture |
| 43. | The forfeiture of a share shall involve the extinction at the time of the forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as are by the Act given or imposed in the case of past Members. | Consequences of forfeiture |

44. A statutory declaration in writing that the declarant is a Director 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, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof shall constitute a good title to such share on a proper transfer being delivered to the Company, and the shares shall be credited to the purchasers' CDS Account and his name shall be entered in the register and thereupon he shall be deemed the holder of such share discharged from all calls or instalments or other sums due prior to such purchase and he 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 act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, or disposal of the share. The Directors may authorise any person to execute a transfer of any shares so sold to the purchaser.
- Statutory declaration in writing to be conclusive evidence of facts of forfeiture and consequences
- (Amended by Special Resolution passed on 10.06.2002)*

CAPITAL

45. Subject to the conditions restrictions and limitations expressed in these presents and to any special rights attached to any shares for the time being issued, the Directors may with the approval of the Company in General Meeting 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 as they think proper, PROVIDED ALWAYS THAT:-
- Issue of shares
- (Amended by Special Resolution passed on 29.10.2008)*
- (a) no shares shall be issued at a discount except in compliance with the provision of the Act;
 - (b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Company in General Meeting;
 - (c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these presents;
 - (d) no Director shall participate in a share scheme for employees unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.
46. Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these presents any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by special resolution determine provided that:-
- Power to issue preference shares
- (Amended by Special Resolution passed on 29.10.2008)*
- (a) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards to receiving notices, reports and balance sheet 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 undertaking of the Company or any of its subsidiary 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 six months; and

- (b) the Company may issue further preference shares ranking equally with preference shares already issued but shall not issue further preference shares ranking in priority above preference shares already issued unless Article 53 is complied with.

Subject to the Act, any preference shares may be issued on the terms that they are, at maturity or at the option of the Company, are liable to be redeemed.

ALTERATION, REDUCTION AND INCREASE OF CAPITAL

47. 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 existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 62(1)(d) of the Act.
- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
48. The Company may from time to time 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 law.
49. The Company may from time to time by ordinary resolution passed at a General Meeting of the Company whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company in General Meeting directs.
50. Subject to any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities, shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. Such 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 such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they consider beneficial to the Company.
- Consolidation, sub-division and cancellation of shares
- Reduction of share capital
- Company may increase its capital
- Unissued original and new shares to be offered to Members in proportion to their holdings
- (Amended by Special Resolution passed on 10.06.2002)*

The Directors may likewise also 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 or by reason of any other difficulty in apportioning the same) cannot in the opinion of the Directors be conveniently offered in manner herein before provided.

Subject to the provisions of these Articles, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

51. Notwithstanding the preceding Article, the Company may apply to the Exchange to waive the convening of an extraordinary general meeting to obtain Members approval for further issues of shares (other than bonus or rights issues) where in accordance with the provisions of Section 132D of the Act, there is still in effect, a resolution approving the issuance of shares by the Company and the aggregate issues of which in any one financial year do not exceed 10% of the issued capital. Waiver from Exchange for convening extraordinary general meeting for new issue of shares
52. 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 ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as if it had been part of such capital. New shares subject to same provisions as original shares

ALTERATION ON RIGHTS

53. If at any time the share capital of the Company 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 presents relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be Members or any Member holding or representing by proxy or by attorney one-tenth of the capital paid or credited as paid on the issued shares of that class and that any holder of shares of that class present in person or by proxy or by attorney 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. PROVIDED ALWAYS THAT where the necessary majority for such a special resolution is not obtained at the meeting consent in writing if obtained from three-fourths of the holders of shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting. Alteration on rights
54. Notwithstanding Article 53 hereof the repayment of preference share capital other than redeemable preference share capital, or any other alteration of preference shareholders' rights, shall only be made pursuant to a special resolution of the preference shareholders concerned, PROVIDED ALWAYS THAT where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference share capital concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. Alteration on rights of preference shares

SHARE BUY BACK

55. Subject to the provisions of BNM, the Act and the requirements of the Exchange and/or any other relevant authority, the Directors may in their absolute discretion from time to time utilise the fund of the Company to buy shares or stocks in itself. Any shares or stocks in the Company so purchased by the Company shall be dealt with as provided by the Act and the requirements of the Exchange and/or Share buy back
- (Amended by Special Resolution passed on*

any other relevant authority.

10.06.2002)

GENERAL MEETING

56. The Directors shall convene an Annual General Meeting to be held once at least in every year at such time, not being more than fifteen months after the holding of the last preceding Annual General Meeting, but so long as the Company hold its first Annual General Meeting within eighteen months of its incorporation, it need not hold one in the year of its incorporation, or in the following year, and at such place as may be determined by the Directors.

Annual
General
Meeting

*(Amended by
Special Resolution
passed on
29.10.2008)*

57. Every General Meeting of the Company other than the “Annual General Meeting” shall be called “Extraordinary General Meeting”.

Extraordinary
General
Meetings

58. 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 made in accordance with the Act, a meeting may be convened by such requisitionists in the manner provided in the Act. Any meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

59. Subject to the provision of the Act relating to acts for shorter notice, at least fourteen (14) days’ notice before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting shall be given to all Members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days’ notice or twenty-one (21) 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 at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed.

Notice of
meeting

*(Amended by
Special Resolution
passed on
29.10.2008)*

PROVIDED THAT where shares in the Company are Deposited Securities, the Company shall request for two Record of Depositors from the Depository in the following manner:-

- (a) the first Record of Depositors for the purposes of issuing notice of the proposed general meeting as required under the Act;
- (b) a second Record of Depositors which shall be the final record of all Depositors who are shareholders as at books closing date who shall be eligible to attend such meeting in accordance with these Articles. The books closing date shall for this purpose be the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the date for the holding of the general meeting (hereinafter referred to as the “General Meeting Record of Depositors”).

The General Meeting Record of Depositors shall be the final record of all the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

- 59A. 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. *(Inserted by Special Resolution passed on 10.6.2002)*
60. 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 following routine business:- *Contents of notice*
(Amended by Special Resolution passed on 29.10.2008)
- (1) declaring dividends;
 - (2) the laying of the financial statements and the reports of the Directors and auditors and other accounts and documents required to be annexed to the financial statements;
 - (3) the appointment of Directors in place of those retiring by rotation or otherwise and fixing the Directors' fees PROVIDED ALWAYS THAT fees payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
 - (4) the appointment and fixing of the remuneration of the auditors.
61. A meeting shall, notwithstanding that it is called by notice shorter than is required by Article 59 be deemed to be duly called if it is so agreed:- *Short notice*
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; or
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than ninety-five per centum in nominal value of the shares giving a right to attend and vote.
62. Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved, and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or if that is not practicable shall give them notice thereof in any manner allowed by these Articles not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Article, shall be deemed to be properly given. *Resolution requiring special notice*
(Amended by Special Resolution passed on 29.10.2008)

63. 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 not more than two (2) proxies to attend and vote instead of him except where the Member 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. In the case of a Member who is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Right to appoint proxy
- (Amended by Special Resolution passed on 23.10.2013)*
64. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate any resolution passed or proceedings held at any such meetings.
- Omission to give notice

PROCEEDINGS AT GENERAL MEETINGS

65. All business shall be deemed special business that is transacted at any Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of the routine business referred to in Article 60.
- Special business
66. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Two Members personally present shall form a quorum. For the purpose of this Article “Member” includes a person attending by proxy or represented by attorney or in the case of corporations which are Members, present by their representatives appointed pursuant to the provisions of these presents and entitled to vote.
- Quorum
67. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week, at the same time and place (or if that day be a public holiday then to the next business day following such public holiday) or to such other day, time and place as the Directors may by notice to the Members appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, any Member present shall be a quorum.
- Proceedings if quorum not present
68. The Chairman of the Board shall preside as Chairman at every General Meeting but if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act as Chairman, the Directors present shall choose one Director to act as Chairman of such meeting or if no Director be present or if all the Directors decline to take the chair, the Members present shall choose some Member present to act as Chairman at such meeting. The election of Chairman shall be by a show of hands.
- Chairman of General Meeting
- (Amended by Special Resolution passed on 29.10.2008)*

69. The Chairman may with the consent of any Meeting at which a quorum is present and shall, if so directed by the Meeting, adjourn any meeting from time to time and from place to place as the Meeting shall determine. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- Chairman may adjourn meeting and notice of adjournment be given
- (Amended by Special Resolution passed on 29.10.2008)*
70. (1) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote unless before or upon the declaration of the result of the show of hands, a poll is demanded:-
- (a) by the Chairman of the meeting; or
- (b) by at least two Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth 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 of the total sum paid up on all the shares conferring that right.
- Resolution how carried
- (Amended by Special Resolution passed on 29.10.2008)*
- (Amended by Special Resolution passed on 10.06.2002)*
- A proxy shall be entitled to vote on a show of hands on any question at any General Meeting.
- (2) Unless a poll is so demanded (and the demand not withdrawn) a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (Amended by Special Resolution passed on 10.06.2002)*
- The demand for a poll may be withdrawn anytime before the resolution is put to the vote of the meeting by the Member demanding the poll.
- Where a resolution is passed at an adjourned meeting of the Company or of holders of any class of shares, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and not on any earlier date.
71. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- Poll

72. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment. No poll on election of Chairman or adjournment
73. In the case of an equality of votes whether on a show of hands or at a poll at any General Meeting of the Company the Chairman of the Meeting shall be entitled to a second or casting vote except when only two (2) Members form a quorum at a meeting or where only two (2) Members are competent to vote on the question at issue in which event the Chairman of the meeting shall not have a second or casting vote and the question arising at the meeting shall be deemed to have been lost or not carried. Chairman has casting vote
(Amended by Special Resolution passed on 29.10.2008)
74. The demand of 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. Other business to be continued if poll demanded
75. 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 Article 70, a demand by a person as proxy for a Member shall be the same as a demand by the Member. Proxy may demand poll
76. 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. Votes counted in error
77. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at any meeting or their agents authorised in writing shall be valid and effective as if the same had been passed at a meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members. In the case of a corporation which is a Member of the Company, such resolution may be signed on its behalf by its Managing Director 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. *(Amended by Special Resolution passed on 10.06.2002)*
- Any such document may be accepted as sufficiently signed by a Member if transmitted to the Company by any technology purporting to include a signature of the Member.

VOTES OF MEMBERS

78. (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares and Articles 59 and 59A above, 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 or if the Member is a corporation by its duly authorised representative, and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.
- (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 presents, on a show of hands every person present who is a Member or a Member's representative or proxy or attorney shall have one vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have 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. In these Articles, the shares held or represented by a Member present in person or by proxy shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors referred to in Article 59.
- (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.
79. (1) If any Member be an infant or a lunatic, or of unsound mind, he may vote by his guardian, committee, receiver, curator bonis or other legal curator, and such last mentioned persons may give their votes 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 forty-eight (48) hours before the time appointed for holding of the meeting.
- (2) The legal personal representative of a deceased Member or other person entitled under the transmission Articles 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 forty-eight (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. Where there are several executors or administrators of a deceased Member in whose names any shares are registered any one of such administrator or executor may vote in respect of such shares unless any other administrator or executor is present at the Meeting at which such a vote is tendered and objects to the same.

Rights to
vote

*(Amended by
Special Resolution
passed on
29.10.2008)*

Votes of
infant
Members, etc

80. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such persons 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 corporations
81. Save as herein expressly provided, no person other than a Member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another Member or to be reckoned in a quorum at any General Meeting. Members only entitled to vote
82. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman at the meeting, whose decision shall be final and conclusive. Objections
83. On a poll votes may be given either personally or by proxy or attorney or duly authorised representative and a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy or attorney or a duly authorised representative need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act need not apply. Votes on poll
84. (1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor. Instrument appointing proxy to be in writing
(Amended by Special Resolution passed on 23.10.2013)
- (2) A Member may by electronic communication appoint a proxy to vote for him at any meeting of the Company provided that:-
(Amended by Special Resolution passed on 23.10.2013)
- (a) such electronic communication shall have been received at the office of the Company not less than forty-eight (48) hours before the time appointed for holding of the meeting or adjourned meeting, as the case may be, at which the person named in such electronic communication, proposes to vote; and
- (b) the Directors are satisfied as to the genuineness of such electronic communication.

85. (1) (a) A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the Member to speak at the meeting.
- (b) A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting except where the Member is an Exempt Authorised Nominee which holds an 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. The appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- (c) Where a Member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy in the instrument appointing the proxies.
- (2) The instrument appointing a proxy to vote at a meeting of the Company shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of Article 70 a demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member.
- (3) Where a proxy is appointed by a Member who is a Depositor, the Company shall be entitled and bound:
- (a) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Record of Depositors; and
- (b) to accept as the maximum number of votes which is aggregate the proxy or proxies appointed by the Depositor are able to cast on a poll, a number which is the number of shares entered against the name of that Depositor in the Record of Depositors whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
- (4) Where a Member of a Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Who may
be proxy

*(Amended by
Special Resolution
passed on
23.10.2013)*

*(Amended by
Special Resolution
passed on
29.10.2008)*

*(Amended by
Special Resolution
passed on
10.06.2002)*

86. The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve or in any particular case may accept:-

Form of
proxy

*(Amended by
Special Resolution
passed on
29.10.2008)*

HONG LEONG BANK BERHAD

I/We
NRIC/Passport/Company No.
of
being a Member of **HONG LEONG BANK BERHAD**, hereby appoint
.....
NRIC/Passport No.
of
or failing him/her,
NRIC/Passport No.
of or
failing him/her, the Chairman of the meeting as my/our proxy to vote for
me/us and on my/our behalf at the (Annual/Extraordinary or Adjourned, as
the case may be) General Meeting of the Company to be held at
..... on 20... at ...**a.m./p.m.** and at any
adjournment thereof.

Dated this day of 20.....

.....
Number of shares held

.....
Signature of Member

87. A person entitled to vote on a poll at a meeting shall be deemed to be a person entitled to vote for the purpose of the Act.

88. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death, bankruptcy or unsoundness of mind of the principal or revocation of the instrument of proxy or attorney, or the transfer of the share in respect of which the instrument of proxy or attorney is given provided that including the transfer of a Deposited Security which is a share in the Company pursuant to the Rules and Records of Depositors as at the relevant date or intimation in writing of such death, bankruptcy, unsoundness of mind, revocation or transfer shall not 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.

Intervening
death or
insanity of
principal not
to revoke
proxy

*(Amended by
Special Resolution
passed on
29.10.2008)*

DIRECTORS

89. Subject always to the provisions of BNM, Section 122 of the Act and the Listing Requirements, the number of Directors, shall not be less than five (5) or more than twelve (12) or such number as shall be determined by a General Meeting.

Appointment
and number
of Directors

The first Directors were Lim Tee Chew, Lim Song Kee, Yu Yow Who, Lim Siong Khan and Lam Yat Sing.

*(Amended by
Special Resolution
passed on
29.10.2008)*

90. Subject to the provisions of the Act, no person shall be eligible to be appointed as a Director who is an undischarged bankrupt or has been convicted within or outside Malaysia:-
- Eligibility
- (Amended by
Special Resolution
passed on
29.10.2008)*
- (a) of any offence in connection with the promotion, formation or management of a corporation;
- (b) of any offence involving fraud or dishonesty punishable on conviction with imprisonment for three months or more; or
- (c) of any offence under Sections 132, 132A or 303 of the Act.
91. In the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum, the remaining Directors, except in an emergency, may act only for the purpose of increasing the number of Directors to such minimum number, or to summon a general meeting of the Company but not for any other purpose.
- Number of
Directors
- (Amended by
Special Resolution
passed on
10.06.2002)*
92. The Directors shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 89 but any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company, 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 Board of
Directors
- (Amended by
Special Resolution
passed on
10.06.2002)*
93. A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in general meeting. All Directors shall be entitled to receive notice of and attend all general meetings of the Company.
- Share
Qualification
of Directors
- (Amended by
Special Resolution
passed on
10.06.2002)*
94. (1) Any Director may, from time to time appoint any person who is approved by a majority of the Directors, to be an Alternate Director. The appointee, while he holds office as an Alternate Director, shall be entitled to notice of meetings of the Directors and to attend, speak and vote at any meetings at which his appointor is not present and generally to perform all functions of his appointor as a Director in his absence. The Alternate Director shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by the appointor and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.
- Alternate
Director
- (2) An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

95. The fees of the Directors shall be determined from time to time by the Company in General Meeting and such fees shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the Meeting. Such fees shall be divided amongst the Directors in such proportions and manner as they may agree. Such fees shall so far as a Director who is not an Executive Director is concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover, subject always however to the other provisions of these Articles. Salaries payable to executive directors may not include a commission on or a percentage of turnover. Directors' Fee
96. (1) The Directors shall be entitled to be repaid 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. Expense and extra remuneration
- (2) Any Director who is appointed as an executive director or to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the majority of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine PROVIDED THAT such remuneration shall not include a commission on or percentage of turnover. Any extra remuneration payable to a non-executive director shall not include a commission on or percentage of profits or turnover.
- (3) In these Articles, the expression "executive director" shall include the Chief Executive Officer or a Managing Director or a Director who is engaged substantially in the business of the Company or of any related company or partly in one and partly in another. The expression "related company" in these Articles shall include any company which is deemed to be related to the Company in terms of Section 6 of the Act or which in the opinion of the majority of the Directors can properly be otherwise regarded as being connected with the Company or its related company. *(Amended by Special Resolution passed on 29.10.2008)*
97. The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with related companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such related company and for the widows or other dependants of such persons and to make contributions out of the Company's moneys for any such schemes or funds. Funds
98. 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 to cause detriment to the Company. As to the duty and liability of Directors

99. 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
100. 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. Disclosure of shareholdings and interests
(Amended by Special Resolution passed on 29.10.2008)
101. The Company shall keep a register showing with respect to Directors of the Company the information and particulars required under Section 134 of the Act. Register of Directors' Shareholdings
102. No Director shall be disqualified by his office from holding any office or place of profit (other than the office of Auditors) under the Company or under any company in which the Company shall be a shareholder or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but the nature of his interests must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interests. If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes so interested. No Director shall vote on any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is directly or indirectly interested or any matter arising thereon and if he votes, his vote shall not be counted. Provided that this Article shall not apply to:- Director's contract with company, etc
(Amended by Special Resolution passed on 29.10.2008)
- (a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract, arrangement or transaction or proposed contract, arrangement or transaction with any other company in which, he is interested only as an officer or creditor.

MANAGING DIRECTORS/EXECUTIVE DIRECTORS

103. The Directors may from time to time appoint any one or more of their body to be the Chief Executive Officer, Managing Director(s) or Executive Director(s) for such period and upon such terms as they think fit and where such appointment is for a fixed term, the term shall not exceed five (5) years, and may vest in such persons such of the powers hereby vested in the Directors generally as they may think fit and subject thereto, shall always be under the control of the Board.
- Appointment of Chief Executive Officer, Managing Director/ Executive Directors
- (Amended by Special Resolution passed on 29.10.2008)*
104. The remuneration of an executive director shall from time to time be fixed by the Directors and shall not include a commission on or percentage of turnover.
- Remuneration of Executive Director
- (Amended by Special Resolution passed on 10.06.2002)*
105. An executive director shall while he continues to hold such office, be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause, he shall ipso facto and immediately cease to be an executive director.
- Resignation and removal of executive director
- (Amended by Special Resolution passed on 10.06.2002)*

VACATION OF OFFICE OF DIRECTORS

106. Subject as otherwise provided and to the terms of any subsisting agreement, the office of a Director shall be vacated if the Director:-
- Office of Directors how vacated
- (a) ceases to be a Director by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office;
- (c) becomes prohibited from being a Director by reason of any order made under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the law relating to mental disorder during his term of office;
- (e) resigns his office by notice in writing to the Company;
- (Amended by Special Resolution passed on 29.10.2008)*

- (f) is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given PROVIDED ALWAYS if he was appointed to represent the interests of any particular class of shareholders or debenture holders the resolution to remove him shall not take effect until his successor has been appointed; or
- (g) is absent from more than 50% of the total Board meetings held during a financial year save and except in the case where the Exchange has granted a waiver to the Director from compliance with this requirement.

POWER OF DIRECTORS

- 107. The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these Articles and to any regulations from time to time made by the Company in General Meeting provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital, provided that any sale or disposal by the Directors of the Company's main undertaking or property shall be subject to ratification by the Company in General Meeting. General Power of Directors to manage Company's business
- 108. The Directors may establish any local boards or agencies for managing any affairs of the Company either in the Territory or elsewhere and may appoint any persons to be Members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, and may authorise the Members of any 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, acting in good faith and without notice of any such annulment or variation shall be affected thereby. Power to establish local boards etc.

109. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him. Power to appoint attorney
(Amended by Special Resolution passed on 29.10.2008)
110. The Company or the Directors on behalf of the Company in exercise of the powers in that behalf conferred by the Act shall cause to be kept a Branch Register or Registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register. Power to keep a branch register
111. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. Signature of cheques and bills

BORROWING POWERS

112. The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by, mortgage or charge upon all or any part of the undertakings, property or assets of the Company (both present and future) including its uncalled capital for the time being, or by the issue of bonds, notes, debentures, debenture stock and other securities at par, or at discount or premium or otherwise as they may think fit. Directors' borrowing power
(Amended by Special Resolution passed on 29.10.2008)

RETIREMENT, ROTATION AND REMOVAL OF DIRECTORS

113. At the first Annual General Meeting, all the Directors shall retire and at subsequent Annual General Meetings one-third of the Directors or if their number is not a multiple of three then the number nearest to one-third with a minimum of one shall retire from office and be eligible for re-election. All Directors shall retire from office once at least in each three (3) years. A retiring Director shall retain office until the close of the meeting at which he retires whether the meeting is adjourned or not. An election of Directors shall take place each year. Rotation and retirement of Directors
(Amended by Special Resolution passed on 10.06.2002)
114. The Directors to retire in every year shall be those who being subject to retirement by rotation, have been longest in office since their last election but as between persons who become Directors on the same day, the Directors to retire shall unless they otherwise agree among themselves, be determined by lot. Which Directors to retire

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| 115. | A retiring Director shall be eligible for re-election. | Retiring Directors eligible for re-election |
| 116. | No person shall be eligible for election to the office of Director at any General Meeting unless a notice of intention to propose his election signed by a Member and a notice of his consent to the nomination signed by the nominee have been left at the Office not more than thirty (30) days nor less than eleven (11) clear days before the date appointed for the Meeting, provided that in the case of a person recommended by the Directors for election, nine (9) clear days notice only shall be necessary and notice of every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. The provisions of this Article shall not apply to the re-election of a retiring Director. | Notice of proposal to appoint Directors |
| 117. | The Company at the meeting at which a Director retires under any provision of these Articles and the said Director has not offered himself for re-election may, by Ordinary Resolution fill up the vacated office by electing a person thereto. | Filling vacated office

<i>(Amended by Special Resolution passed on 10.06.2002)</i> |
| 118. | The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office. | Number may be increased or decreased |
| 119. | The Company may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office notwithstanding any provisions of these presents or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages payable to him in respect of the termination of his appointment as Director or of any other appointment terminating with that as Director. The Company may, by ordinary resolution, appoint another person in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. | Removal of Directors |

PROCEEDINGS OF DIRECTORS

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| 120. | The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time determine the quorum necessary for the transaction of business. Until otherwise determined three Directors shall form a quorum. | Directors' Meeting and quorum |
| 121. | A Director may at any time and the Secretary upon the request of the Director shall summon a meeting of the Directors. A Director who is at any time not in Malaysia shall not during such time be entitled to notice of any meeting. | Power to convene meeting of Directors |

- 121A. A meeting of the Board or a committee appointed by the Board may be held by means of telephone, video conference or telephone conference or other telecommunication facilities which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and unless otherwise provided in these Articles, be counted in a quorum and be entitled to vote.
122. A Director notwithstanding his interest shall be counted in the quorum present at any Meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where 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 where the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract, arrangement or transaction 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 presents and PROVIDED FURTHER THAT he shall not take part in any deliberations at the meeting in respect of the contract, arrangement or transaction in which he is interested.
123. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except when only two (2) Directors are present and form a quorum or at which only two (2) Directors are competent to vote on the question at issue in which event the Chairman of the meeting shall not have a second or casting vote and the question arising at the Meeting shall be deemed to have been lost or not carried.
124. The Directors may elect a Chairman and a Deputy Chairman of their meetings and determine the period of which they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman or in his absence the Deputy Chairman shall preside at all meetings of Directors. If neither a Chairman nor Deputy Chairman is elected, or if at any meeting the Chairman or the Deputy Chairman is not present within fifteen minutes of the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. Any Director acting as Chairman of a meeting of the Directors shall have the Chairman's right to a second or casting vote whenever there is an equality of votes subject however to the exception specified in Article 123.
125. The Directors may delegate any of their powers to Committees consisting of such member(s) of their body or person(s) as they may think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- All acts done by such Committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power to remunerate the members of any special Committee, and charge such remuneration to the current expenses of the Company.
- Interested Director to be counted in quorum
- (Amended by Special Resolution passed on 29.10.2008)*
- Questions to be decided by majority of votes
- (Amended by Special Resolution passed on 29.10.2008)*
- Chairman and Deputy Chairman
- (Amended by Special Resolution passed on 10.06.2002)*
- Directors may delegate powers to Committee
- (Amended by Special Resolution passed on 29.10.2008)*

126. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of Directors so far as the same are applicable and are not superceded by any regulations made by the Directors under the last preceding Article. Proceedings at committee meetings
127. All acts done by any meeting of the Directors, or of a Committee, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified to be a Director or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and qualified to be a Director and had been entitled to vote. Validity of acts of Directors and Committee
(Amended by Special Resolution passed on 29.10.2008)
128. A resolution in writing signed by a majority in number of the Directors for the time being present in Malaysia shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted and may consist of several documents in like form, each signed by one or more of the Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature of the Director. Resolution in writing signed by Directors effective
(Amended by Special Resolution passed on 10.06.2002)
129. (1) The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The Directors may 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 the manner in which such signatures may be reproduced. Seal of Company and its use
(Amended by Special Resolution passed on 29.10.2008)
- (2) The Company may have a duplicate Seal as referred to in Section 101 of the Act which shall be a facsimile of the Seal with the addition on its face of the words "Share Seal". *(Amended by Special Resolution passed on 29.10.2008)*
130. 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

MINUTES

131. (1) The Directors shall cause minutes to be duly entered in book provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
 - (c) of all resolutions and proceedings of General Meetings and of meetings of the Directors and Committee of Directors; and
 - (d) of all orders made by the Directors and Committees of Directors.
- (2) Any such minutes of any meeting of the Directors, or of any Committee, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.
- (3) 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 during normal office hours without charge.
- (4) Any Member shall be entitled to be furnished within fourteen (14) days or such other period as may be required under the Act, after he has made a request in writing in that behalf to the Company with a copy of any minutes specified in sub-paragraph (3) of this Articles at a charge not exceeding Ringgit One (RM1.00) for every hundred words thereof.

Minutes

*(Amended by
Special Resolution
passed on
29.10.2008)*

Signature
on minutes

*(Amended by
Special Resolution
passed on
29.10.2008)*

SECRETARY

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

Secretary

REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES

133. The Directors shall cause to be kept at the office of the Company a Register of Directors, Managers and Secretaries of the Company as required under the Act.

AUTHENTICATION OF DOCUMENTS

134. Any Directors or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions 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.
- Power to authenticate documents
- (Amended by Special Resolution passed on 29.10.2008)*

DIVIDENDS AND RESERVE FUND

135. The Directors may with the sanction of a General Meeting from time to time declare dividends, but no such dividend shall be payable except out of profits of the Company, provided that the Directors may, if they think fit, from time to time pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits shall be conclusive.
- Dividend and interim dividends
136. Subject to the provisions hereinafter contained and to the rights of Members entitled to shares with special rights as to dividends, all dividends shall be paid to the Members in proportion to the amounts paid up on their shares. For the purposes of this Article no amounts paid on a share in advance of calls shall be treated as paid on such share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid up 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 or that it shall not rank for dividend declared in respect of any period or periods that share shall rank for dividend accordingly.
- Dividend in proportion to amounts paid up
137. The Directors may, before recommending any dividend, set aside out of the profits of the Company, such sums as they think proper as a reserve fund or reserve funds, which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising dividends, or for distribution by way of bonus among the Members of the Company for the time being on such terms and in such manner as the Company in General Meeting shall from time to time determine, and pending such application, the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company, or invest the same in such securities (other than the shares of the Company) as they may select. The Directors may also without placing the same to reserve from time to time carry forward such sums as may be deemed expedient in the interests of the Company.
- Creation of reserve fund and distribution of bonus

138. (1) The Directors may deduct from any dividend payable to any Member all sums of money (if any) immediately payable by him to the Company on account of calls or otherwise in relation to the shares of the Company held by him.
- (2) The Directors may retain any dividends 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 debt, liabilities or engagements in respect of which the lien exists.
- (3) 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.
- (4) A transfer of shares shall not pass the right to carry dividend declared on such shares before the registration of the transfer.
139. Any General Meeting declaring a dividend or bonus may resolve that such dividend or bonus be paid wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of the Company, or paid-up shares, debentures, or debenture stock of any other company, or in any one or more of such ways and the Directors shall give effect to the resolution and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of the specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Dividend paid by distribution in specie
140. Where the Company has purchased its own shares and such shares are held as treasury shares, the Directors may, at any time, in accordance with the Act distribute the treasury shares as dividends to shareholders, such dividends to be known as "Share Dividends". *(Amended by Special Resolution passed on 10.06.2002)*
141. (1) Unless otherwise directed any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrants sent through the post to the last registered address of the Member or paid via electronic transfer of remittance to the bank account provided by the Member. Every cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent and the payment of such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or unpaid interest shall bear interest as against the Company. Dividend warrant may be sent by post and unpaid dividend to bear no interest *(Amended by Special Resolution passed on 29.10.2008)*

- (2) The Company shall not be responsible for the loss of any cheque, draft, dividend warrant or postal order which shall be sent by post duly addressed to the Member for whom it is intended. *(Amended by Special Resolution passed on 10.06.2002)*
- (3) The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. *(Inserted by Special Resolution passed on 10.06.2002)*
142. No dividend other than Share Dividends referred to in Article 140, shall be paid otherwise than out of profits or shall bear interest against the Company. Dividends payable from profits only
- (Amended by Special Resolution passed on 10.06.2002)*

CAPITALISATION OF PROFITS

143. 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, 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 proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purpose 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. Capitalisation of profits
144. 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 certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributables 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 capitalisation, 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.

FINANCIAL STATEMENTS

145. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and the Exchange 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 at all times be open to inspection by the Directors.
- Directors to
keep proper
accounts
- (Amended by
Special Resolution
passed on
10.06.2002)*
146. (1) The Directors shall from time to time in accordance with 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 Act. The interval between the close of a financial year of the Company and the issue of audited financial statements, the Directors' and Auditors' reports for purposes of filing with the Exchange shall not exceed four (4) months or such other period as may be determined by the Exchange from time to time PROVIDED ALWAYS THAT this Article shall not require a copy of these documents to be sent to any person 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.
- Presentation
of financial
statements
- (Amended by
Special Resolution
passed on
29.10.2008)*
- (2) Such documents may be in printed form or in compact disc read-only memory ("CD-ROM") or digital versatile disc read-only memory ("DVD-ROM") format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media.
- (Inserted by Special
Resolution passed
on 29.10.2008)*
- (3) The requisite number of copies of each such documents as are referred to in paragraph (1) of this Article shall be forwarded to the Exchange upon which the Company may be listed at the same time as such documents are sent to the Members.
- (Amended by
Special Resolution
passed on
29.10.2008)*

LANGUAGE

147. Where any financial statements, minutes books or other records required to be kept by the Act is not kept in the Malay or English language, the Directors shall cause a true translation of such financial statements, minute books and other records to be made from time to time at intervals of not more than seven (7) days and shall cause such translations to be kept with the original financial statements, minute books and other records for so long as the original financial statements, minute books and other records are required by the Act to be kept.
- Language
- (Amended by
Special Resolution
passed on
10.06.2002)*

AUDIT

148. Once at least in every year the financial statements of the Company shall be examined, and the correctness of the financial statements ascertained by one or more Auditor or Auditors. Financial statements to be audited annually
- (Amended by Special Resolution passed on 10.06.2002)*
149. The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting, and their appointment, remuneration, rights and duties shall be regulated by Sections 8, 9, 172 and 174 of the Act. Appointment of Auditors
150. Every financial statements of the Company when audited and laid before the Company at a General Meeting shall be conclusive, except as regards any error discovered therein, within three (3) months next after such general meeting. Whenever any such error is discovered within that period, the financial statements shall forthwith be corrected by the Directors and an entry made in their minute book and henceforth shall be conclusive. Audited financial statements conclusive
- (Amended by Special Resolution passed on 29.10.2008)*

NOTICES

151. A notice or any other document under these Articles may be served by the Company or the Secretary in printed form or in CD-ROM or DVD-ROM format or in such other form of electronic media or any combination thereof, upon any Member or Director as the case may be either by hand, telephone, facsimile or sending it by post addressed to such Member or Director at the address as appearing in the Register and/or the Record of Depositors, or Register of Directors as the case may be or by electronic means to the address provided by the Member or Director. Mode of service
- (Amended by Special Resolution passed on 29.10.2008)*
152. Each holder of registered shares, whose registered place of address is not in Malaysia, may from time to time notify in writing to the Company an address in Malaysia, which shall be deemed to be his registered place of address within the meaning of the last preceding Article otherwise the notice or any other document may be sent to him, by post or by electronic means to his registered address appearing in the Register and/or the Record of Depositors. Address
- (Amended by Special Resolution passed on 29.10.2008)*

153. Every person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register of Members and/or Record of Depositors as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share PROVIDED ALWAYS that a person entitled to a share in consequence of the death or bankruptcy of a Member, upon supplying to the Company 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 (whether jointly with or as claiming through or under him) in the share.

154. (1) A notice or other document if served or sent personally shall be deemed to have been served upon delivery or if served or sent by post, facsimile or other electronic means, shall be deemed to have been served or delivered on the day on which the envelope or wrapper containing the same is posted or the message contained in the notice or document is transmitted, as the case may be.
- (2) A certificate in writing signed by any Manager, Secretary or other Officer of the Company that a letter, envelope or wrapper containing the notice or other document was properly addressed and put into the Post Office letter box or in the case of a facsimile or other electronic means that other facsimile or electronic means was properly transmitted shall be conclusive evidence thereof.

Notice

*(Amended by
Special Resolution
passed on
29.10.2008)*

155. Any notice or document sent by hand, post, facsimile or electronic means to, or left at the registered address of any Member in pursuance of these presents, shall, notwithstanding such Member be then deceased and whether or not the Company have notice of his demise, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons, if any, jointly interested with him in any such share.

Notice valid
through
Member
deceased

*(Amended by
Special Resolution
passed on
29.10.2008)*

156. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or Secretaries or any one of them or other duly authorised Officer of the Company whether such signature is printed or written.

WINDING UP

157. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the Members in specie or kind, the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon anyone or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidators may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the Members, or any of them, as the liquidators with the like sanction, shall think fit. Distribution in specie
158. 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. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions. If however 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 be paid at the commencement of the winding up, on the shares held by them respectively. Distribution on winding up
159. 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 or ratified by the Members in General Meetings. The amount of such payment shall be notified to all Members not less than seven (7) days prior to the Meeting at which it is to be considered. Liquidator's commission

INDEMNITY

160. Every Director, Manager, Secretary, Auditor or Officer for the time being of the Company, and any trustees for the time being acting in relation in any of the affairs of the Company and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects, or defaults of any other officer, or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other person with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid, or which may happen Company to indemnify

in or about the execution of his office or trust, unless the same shall happen through the wilful neglect or default of such officer or trustee.

RECONSTRUCTION

161. On any 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 presents.

Re-
construction

162. In the event of a winding up of the Company, every Member of the Company shall be bound, within fourteen days, after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some persons in Malaysia upon whom all summons, notices, process orders and judgements in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or liquidator shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement in a newspaper circulating in Malaysia, or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the Register of Members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

Service of
documents
in case
of winding
up

*(Amended by
Special Resolution
passed on
10.06.2002)*

GENERAL

163. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, servant, agent, accountant or other person employed in the business of the Company, shall, if required, before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors, or by any Meeting, or by a Court of Law, or by the person to whom such matters relate

Secrecy

and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

COMPLIANCE WITH STATUTES, REGULATIONS AND RULES

164. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by BNM, the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provision in these Articles to the contrary.

Compliance

*(Amended by
Special Resolution
passed on
29.10.2008)*

EFFECT OF THE LISTING REQUIREMENTS

165. (1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision subject to Bank Negara Malaysia's ("BNM") approval being obtained.
- (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 subject to BNM's approval being obtained.
- (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 subject to BNM's approval being obtained.
- (7) For the purpose of these Articles, unless the context otherwise requires, the Listing Requirements means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.

*(Amended by
Special Resolution
passed on
22.10.2002)*

Company No.
97141-X

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
LIM TEE CHEW 76, South Bridge Road, Singapore. Merchant	One
LAM YAT SING 76, South Bridge Road, Singapore. Merchant	One
YAM CAM HANG 76, South Bridge Road, Singapore. Merchant	One
MOK YEW HIN 76, South Bridge Road, Singapore. Merchant	One
LIM SONG KEE 29, Main Bazaar, Kuching, Sarawak	One
YU YOW WOH 29, Main Bazaar, Kuching, Sarawak	One
LIM SION KHAN 29, Main Bazaar, Kuching, Sarawak	One
Total Shares taken	Seven

Dated the 10th day of October, 1934.

Witness to the signatures of Lim Tee Chew, Lam Yat Sing, Yam Cam Hang and Mok Yew Hin.

(Signed)
S.J. Chan
Advocate & Solicitor
Singapore.

Witness to the signatures of Lim Song Kee, Yu Yow Woh and Lim Siong Khan.

(Signed)
Chua Ah Bah
Registrar's Clerk,
Supreme Court,
Sarawak.