

THE COMPANIES ACT 2016

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BNP PARIBAS MALAYSIA BERHAD

1.

DEFINITION

Words	Meanings
(a)	In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.
“Act”	means the Companies Act 2016 or any further statutory re-enactment or modification thereof for the time being in force; and any reference to any section or provision of the Act shall be deemed to include a reference to any statutory re-enactment or modification thereof for the time being in force
“the Financial Services Act”	means the Financial Services Act 2013 or any statutory notification, amendment or re-enactment thereof for the time being in force concerning banking and affecting the Company
“Special Resolution”	has meaning assigned thereto by the Act
“The Directors”	means the Directors for the time being
“The Board of Directors”	means the board of Directors of the Company for the time being
“The Management”	means the senior executive management of the Company for the time being
“The Office”	means the registered office for the time being of the company
“The Register”	means the register of members to be kept pursuant to the Act
“Month”	means calendar month
“Secretary”	shall include any person appointed to perform the duties of Secretary of the Company
“In writing” and “written”	include printing, lithography, photography and other modes of representing or reproducing words in a visible form

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

2. Notwithstanding the registered office of the Company is in Malaysia, the Company may have an office for the transaction of business at any other place and meetings of the Company or of the Directors may be held either within or outside Malaysia at such place as the Directors may determine save as is otherwise provided by the Act.
3. The business of the Company may be commenced, as soon as after the incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the shares may have been allotted.

REGISTERED OFFICE

4. The Office shall be at such place as the Directors shall from time to time decide.

SHARE CAPITAL

5.
 - (a) The shares of the Company have no par value. The shares in the Company may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to the dividends, capital, voting or otherwise.
 - (b) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act, shares in the Company may be issued by the Directors and any such share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution of the Company, determine.
 - (c) Subject to the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such special resolution Section 292 of the Act shall with such adaptations as are necessary apply.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith.
8. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in Section 130 of the Act, pay at its discretion any reward on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

9. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise provided or as by the Act required or under an order of Court) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder or in the case of a share warrant, in the bearer of a warrant for the time being.

CERTIFICATES

10. Every person whose name is entered as a member in the Register shall be entitled without payment to receive within one month after allotment or lodgement of transfer one certificate for all his shares, or upon payment of such sum not exceeding RM1.00 for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate whether for shares, stock or debentures, or representing any other form of security (other than letters of allotment or scrip certificates), shall be issued under the seal, and bear the signature of one or more Directors, and shall specify the shares or securities to which it relates, and the amount paid up thereon. Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate thereof and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
11. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee, not exceeding RM50.00 and on such terms as to evidence and indemnity as the Directors think fit.

LIEN

12. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) registered in the name of a member (whether sole or jointly with others) for all debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate or any other person, whether a member of the Company or not. The Company's lien, if any, on a share shall extend to all dividends payable thereon. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this clause, and unless otherwise agreed the registration of any shares shall operate as a waiver of the Company's lien (if any) thereon. Fully paid shares shall be free from all lien.
13. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

14. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect where of the lien exists, so far as the same is presently payable, and any residue, shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity. In the proceedings in reference to the sale, the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Every Director of the Company is hereby authorised to execute on behalf of the registered holder a transfer of such shares to the purchaser.

CALLS ON SHARES

15. The Directors may from time to time make calls upon the members in respect of any money (whether on account of the amount of the shares or by way of premium) unpaid on their shares, provided that (except as otherwise fixed by the conditions of application of allotment) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than two months from the last call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.
16. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay all expenses in connection with the non-payment thereof duly incurred by the Company from the day appointed for payment thereof to the time of actual payment, but the Directors shall be at liberty to waive payment of such compensation wholly or in part or to substitute the same with any other punitive or warning arrangement.
19. A call may by resolution of the Directors be revoked at any time before the day fixed for payment. Notice of such revocation shall forthwith be given to the members or persons on whom the call was made.
20. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
21. The Directors may make arrangements, on the issue of shares, for a difference between the holders as to the amount of calls to be paid, and in the times of payment.

22. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon any shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received. No amount paid up in advance of calls on any share shall be entitled to any portion of a dividend subsequently declared.

TRANSFER OF SHARES

23. All transfer of shares may be effected by transfer in writing in the form to be approved by the Directors.
24. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.
25. The Directors may, in their absolute discretion, and without assigning any reason thereof, decline to register any transfer of shares not being fully paid shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the Company has a lien. If the Directors refuse to register a transfer they shall within one month after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
26. The Directors may also decline to recognise any instrument of transfer unless:
- (a) such fee, not exceeding RM1.00 as the Directors from time to time require, is paid to the Company in respect thereof; and
 - (b) The instrument of transfer is deposited at the office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
27. The register of transfers may be closed at such times and for such periods as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.
28. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares or for making any entry in the register affecting the title to any share, such fee, not exceeding RM1.00 as the Directors may from time to time require or prescribe.
29. Nothing herein contained shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

30. In case of the death of a shareholder, the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder or only surviving holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share which had been jointly held by him.

31. Subject to any other provision of these presents, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some other person nominated by him registered as the transferee thereof.
32. Subject to any other provision of these presents, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions, and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.
33. Subject to any other provisions of these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall not be entitled (unless the Directors otherwise determine) to receive notices of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share, and should he fail either to transfer the share or to elect to be registered as a member in respect thereof within 60 days of being required so to do by the Directors, he shall in the case of shares which are fully paid up be deemed to have elected to be registered as a member in respect thereof, and may be registered accordingly.

FORFEITURE OF SHARES

34. If a member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any expenses which may have accrued.
35. The notice shall name a further day (not earlier than the expiration of seven days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
37. A forfeited share shall become the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.
38. A shareholder whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all money which, at the date of forfeiture was presently payable by him to the Company in respect of the forfeited shares.

39. 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 on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale or disposal thereof, together with the certificate of proprietorship of the share under seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share. The remedy of any person aggrieved by the forfeiture, or sale or disposal of the share shall be in damages only and against the Company exclusively.

CONVERSION OF SHARES INTO STOCK

40. The Directors may, from time to time, with sanction of the Company previously given in meeting, convert any paid-up shares into stock, and may, from time to time, with the like sanction, reconvert such stock into paid-up shares of any denomination.
41. When any shares have been converted into stocks, the several holders of such stock may transfer their respective interest therein, or any part of such interests in such manner as the Company in General Meeting shall direct, but in default of any such direction then in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
42. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interest shall, in proportion to the amount thereof, confer on the holders thereof respectively the same rights privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.
43. All such of the provisions of these as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" therein shall include "stock" and "stockholder".

SHARE CAPITAL

44. Subject to the provisions of the Act and these Articles and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
45. The Company may by ordinary resolution direct that the new shares, or any of them, shall be offered in the first instance to all the shareholders or any class or group of shareholders for the time being, in proportion to the number of shares or share of the class or group held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

46. The new shares shall be subject to the same provisions with reference to payment of calls, lien, transfer, transmission, forfeiture, and otherwise, as the shares in the original capital and, unless otherwise provided in accordance with the powers contained in these presents, the new shares shall be ordinary shares.
47. The Company in General Meeting may by Special Resolution
- (a) consolidate and divide all or any of its share capital;
 - (b) subdivide its shares or any of them, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such restrictions as compared with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution reduce its share capital in any manner and with, and subject to, any incident authorized, and consent required by the Act.

MATTERS REQUIRING SHAREHOLDERS' APPROVAL

48. Without prejudice to other provisions in these Articles, the following matters in relation to the Company shall require the approval of the members of the Company (in the form of an ordinary resolution, or a special resolution if required by applicable law):
- (a) appointing or removing any Directors other than the filling of any casual vacancy in accordance with these Articles;
 - (b) the election or re-election of the Auditors of the Company;
 - (c) the fixing of, or the determination of the method of fixing, the remuneration or extra remuneration of the Directors and of the Auditors of the Company;
 - (d) approval of any loan to a Director of the Company (where permitted under applicable law or regulation);
 - (e) considering and approving profit distribution or losses offsetting plans of the Company;
 - (f) any change in the share capital of the Company (or the issuance of any shares or any security, option, warrant or obligation which is by its terms convertible into shares of the Company);
 - (g) any acquisition by merger, consolidation, or other business combination affecting the Company;
 - (h) any amendment to these Articles;
 - (i) declaring an interim or a final dividend; and
 - (j) appointing a liquidator to the Company or proposing a winding-up of the Company.

The audited financial statements and the reports of the Directors and Auditors will be laid at the Annual General Meeting.

GENERAL MEETINGS

49. A general meeting shall be held once at least in every year, at such time (within six months of the Company's financial year end and not more than fifteen months after the holding of the last preceding General Meeting) and the meeting venue may be convened at more than one venue using any technology or method that enables the members of the Company to participate and to exercise members' rights to attend, speak and vote at the meeting. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at that main venue of the meeting. The General Meeting referred to in this Article shall be the Annual General Meeting.
50. The General Meeting other than the Annual General Meeting shall be called Extraordinary General Meeting. The Directors may whenever they think fit, and shall on requisition by any member in accordance with applicable law, proceed to convene an Extraordinary General Meeting as required by the Act.

NOTICE OF GENERAL MEETINGS

51. A meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least. An Annual General Meeting and a meeting of the Company other than a meeting for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under these Articles and/or the Act, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this Article, be deemed to have been duly called if it is so agreed

- (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 at the meeting being a majority together holding not less than 95 per cent in the number of shares giving that right.

The accidental omission to give notice to, or the non-receipt of notice by any member, shall not invalidate the proceedings at any General Meeting.

52. Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint one or more proxies to attend and to vote on a poll instead of him, and that a proxy need not also be a member. In the case of a meeting convened for the purpose of passing a Special or Extraordinary Resolution, the notice shall also specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be. The Company shall comply with the provisions of Sections 310, 311, 312 and 323 of the Act.
53. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the reading and consideration of the accounts, balance-sheets, and the ordinary report of the Directors and auditors, and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the auditors, and the voting to the Directors of any remuneration in addition to that provided by Article 82(a) hereof.

54. Any person entitled to be present and vote at a meeting may submit any resolution or amendments to the meeting, provided that at least five or not more than fourteen clear days before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed resolution or amendment and stating his intention to submit the same.
55. Upon receipt of any such notice as in the last preceding Article mentioned the Secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued, and shall in any other case issue as quickly as possible to the members notice that such resolution or amendments will be proposed. Any resolution or amendments of which such notice has not been given may in the discretion of the Chairman be ruled out of order, and the ruling of the Chairman shall be conclusive.

PROCEEDINGS OF GENERAL MEETINGS

56. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two (2) members present in person or by proxy or by authorized representative (including, inter alia, an attorney validly appointed under the Powers of Attorney Act 1949) and entitled to vote shall be a quorum for all purposes, provided that if the Company has only a single member, the quorum shall be one such person present in person or by proxy and, if applicable, the provisions of Section 333 of the Act shall apply.
57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting, a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.
58. The Chairman of the Board of Directors (if any) shall preside as Chairman at every general meeting. If there is no such Chairman of the Board of Directors, or if at any meeting the Chairman of the Board of Directors is not present within fifteen minutes after the time appointed for holding the meeting, or if he/she is not willing to act as Chairman, the members present shall choose one of their number to act as Chairman of the meeting.
59. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
60. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman;
 - (b) by at least three members present in person or by proxy;
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth 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.

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

61. If any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in any case unless it shall be of sufficient magnitude to vitiate the resolution.
62. If a poll is duly demanded it shall be taken in such manner as the chairman may direct (including the use of ballot or voting papers or tickets), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may in the event of a poll, appoint scrutinizers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.
63. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. The demand for a poll may with the consent of the Chairman of the meeting be withdrawn.
65. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents, on a show of hands every member who (being an individual) is present or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote. On a poll every member who is present in person or by proxy shall have one vote for every share (of whatever denomination) of which he is the holder.
66. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
67. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis appointed by such Court, and such committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such Court may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office of the Company not less than three days before the time for holding the meeting.
68. No member shall, unless the Directors otherwise determine, be entitled to vote at any general meeting either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

69. No objection shall be raised to the qualification of any votes except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
70. On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.
71. A proxy need not be a member of the Company.
72. Any corporation which is a member of the Company shall by way of a duly executed power of attorney, appointment of proxy or other means of delegation of authority, authorise such person(s) as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of a class of shares of the Company and to sign any document on behalf of such corporation. The person(s) so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as the corporation could exercise if it were an individual member of the Company, including voting on resolutions, subject to Section 333(4) of the Act. Such corporation shall for the purpose of these Articles be deemed to be present in person at any such meeting if a person so authorized is present thereat, subject to Section 328(3) of the Act.
73. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
74. An instrument of proxy may be in any form or in any other form which the Directors shall approve and need not be witnessed. Any form of proxy issued by the Company shall be so worded that a member may direct his proxy to vote either for or against any of the resolutions to be proposed. The proxy shall be deemed to include the right to demand, or join in demanding a poll. Unless the contrary is stated thereon, an instrument appointing a proxy, whether in the usual common form or not, shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.
75. Forms of proxy, which may be stamped at the expense of the Company shall, in all cases where proposals other than a purely routine nature are to be considered, be sent to members for the purpose of facilitating the recording of their votes at any particular meeting, and such forms shall be filled up by the principal directing the proxy to vote in favour of or against any proposed resolution.
76. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of shares shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

77. Unless and until otherwise determined by an ordinary resolution of the Company, the number of Directors, all of whom shall be natural persons and at least two Directors having a principal place of residence in Malaysia, shall be not fewer than three and there shall be no maximum number of Directors.
78. The Company may, from time to time, by ordinary resolution appoint new Directors.
79. The first Directors shall be DAYAKRISHNA VAIDYNATHA CHETTI and KHAIRUDDIN BIN MOHD RAWI.
80. The Directors are not required to hold shares qualification in the Company.
81. The Directors shall have power, exercisable at any time and from time to time, to appoint any other person as a Director, to fill a casual vacancy provided that such Director shall retire from office at the following annual general meeting and shall be eligible for re-election.
82.
 - (a) The Directors shall be paid by way of remuneration for their services such fixed sum (not being a commission on, or percentage of, profits or of turnover) as shall from time to time be determined by the Company in general meeting, and such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine. In addition to such each Director shall be paid such reasonable travelling, hotel, and other expenses as he shall incur in attending meetings of the Directors or general meetings or which he may otherwise incur on or about the business of the Company. The remuneration of the Directors shall not be increased except at a general meeting convened by a notice specifying the intention to propose such increase.
 - (b) Any Director who served on any Committee or who devotes special attention to the business of the Company or goes or resides abroad for such purpose, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration as the members of the Company may determine. Such remuneration may be either in addition or in substitution of his share in the remuneration provided by the preceding Article.
83. The office of a Director shall become vacant if the Director:-
 - (a) ceases to be a Director by virtue of the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (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 in any way under the law relating to mental disorder;
 - (e) resigns his office by notice in writing to the Company;
 - (f) for more than six months is absent without permission of the Directors from meetings of the directors held during that period;
 - (g) without the consent of the Company in General Meeting holds any other office of profit under the Company except that of managing director or manager; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Act.

84. A Director may by approval in a General Meeting act and receive remuneration and otherwise other than for the Company in conjunction with his office of Director, and may be appointed thereto upon such terms as to remuneration, tenure of office or otherwise as may be arranged except that such approval in a General Meeting is not required for a Director to act and receive remuneration in conjunction with holding any office in the holding Company of the Company or any related corporation of the Company, and no Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that the nature and extent of the interest of the Director in such contract or proposed contract is declared to the other Directors before the contract or proposed contract is entered into by the Company. Provided also that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so, his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor shall it apply to any contract or arrangement entered into with other company where the sole interest of a Director is that he is a Director or creditor of or is a shareholder in that company with which such contract or arrangement is to be made, nor shall it apply to any contract to subscribe for or to underwrite or guarantee the subscription of any shares or debentures of that company, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Company in General Meeting.
85. The Directors on behalf of the Company may, with prior approval in a General Meeting, pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of business with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

POWERS OF DIRECTORS

86. Subject to the provisions of the Act and such regulations and these Articles and to any resolution of the members, the business and affairs of the Company shall be managed by the Directors, who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles, and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
87. The Board of Directors shall be responsible for managing the affairs of the Company, including, without limitation, the following:
- To operate and manage the Company subject to and in accordance with local laws and regulations and these Articles.
 - To implement the resolutions and other decisions of the shareholders and to ensure that shareholders' rights are respected and protected.
 - To assess risks and maintain a prudential balance between risks and potential returns to achieve long term visibility of the Company.
 - To set the overall direction and determine appropriate policies, processes, plans and strategies for the Company.

- To maintain full and effective control over the Company and be responsible for the appointment, supervision and removal of its senior executive management to ensure proper implementation of the Directors' approved policies, processes, plans and strategies.
 - To actively scrutinize, monitor and assess the performance of the Company's Management regularly.
 - To review the effectiveness of the applicable systems and policies from time to time.
 - To ensure compliance with applicable laws and regulations and these Articles.
 - To review and approve the Company's policies and procedures proposed by Management, including without limitation those concerning compliance, related party transactions and conflict of interest situations, risk management.
 - To review and approve the Company's annual budgets and financial statements.
 - To formulate annual plans for profit distribution and loss make-up for the Company.
 - To implement a clear demarcation of responsibilities of the Directors and Management to establish an effective accountability regime.
 - To report to the shareholders on a regular basis or as required.
88. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through, one or more subsidiary companies and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligations or liabilities, and they may appoint, remove, and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors, or Managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary or otherwise) of any person so appointed, and any Directors of the Company may retain any remuneration so payable to them except in the case where the articles of association of that subsidiary(ies) provide otherwise. Provided always when exercising their powers, the Directors shall comply fully with all the terms, conditions and stipulations contained in the Financial Services Act.
89. The Directors may establish any boards or committees for managing any of the affairs of the Company either in Malaysia or elsewhere, and may appoint any persons to be members of such boards or committees, or any managers or agents, and may fix their remuneration, and may delegate to any boards or committees, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate and may authorise the members of any boards or committees, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
90. Subject to the other provisions in these Articles, the Directors may, from time to time, appoint one or more persons to hold such office in the management, administration or conduct of the business of the Company as they may decide.

91. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.
92. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.
93. The Directors shall cause minutes to be made of all meetings of the Company and the Directors. The minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER

94. The Company may have a Managing Director / Chief Executive Officer, appointed by the Directors (and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment), all for such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors from time to time prescribe in accordance with these Articles. A Director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his/her appointment shall (subject to all laws and regulations) be automatically determined if he/she ceases from any cause to be a Director. Unless otherwise approved by the members, the Managing Director / Chief Executive Officer shall perform, among other things, the following duties:
 - (a) implementing the Company's annual operational plans and investment proposal;
 - (b) establishing the Company's internal management organization;
 - (c) establishing and implementing the Company's basic management system;
 - (d) formulating the salary, benefits and bonuses of the staff members and deciding on the employment and dismissal of the staff members of the Company;
 - (e) formulating and implementing the Company's internal regulations and policies;
 - (f) nominating the appointment or dismissal of the Company's other senior officers for approval by the board of Directors;
 - (g) appointing or removing other management personnel other than those who shall be appointed or removed by the board of Directors;
 - (h) generally managing the business and operations of the Company in accordance with applicable laws and regulations; and
 - (i) Such other duties as the Board of Directors may decide from time to time.
95. A Managing Director / Chief Executive Officer shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine.

96. The Directors may entrust to and confer upon a Managing Director / Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

ROTATION OF DIRECTORS

97. At the Annual General Meeting in every year one-third of the Directors, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.
98. The Directors to retire in every year shall be those who have been longest in office. A retiring Director shall be eligible for re-election.
99. The Company at the meeting at which a Director retires in the manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill the vacated office.
100. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting unless not less than seven clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.
101. Subject to Sections 206 and 207 of the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between him/her and the Company (but without prejudice to any right to damages for termination of such agreement not in accordance with the terms thereof), and may, if thought fit, by ordinary resolution, appoint another person in his/her stead.

PROCEEDINGS OF DIRECTORS

102. Subject to all guidelines and the requirements of BNM and all other laws and regulations, the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Matters arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
103. A Director may at any time and the secretary shall on requisition of a Director summon a meeting of the Directors. A meeting of the Board of Directors shall be called by not less than three days' notice in writing. A Director may consent to short notice of and may waive notice of any meeting and any such waiver may be retrospective.
104. The Board of Directors can only pass a resolution on a matter if notice of the general nature of the matter is included in the notice of meeting, unless all the Directors agree otherwise.
105. At the commencement of the meetings of the Board of Directors, quorum shall be at least half of the members of the Board of Directors. The quorum necessary for the transaction of the business of the Directors shall be not less than two.

106. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning a General Meetings of the Company, but for no other purpose. If there be no Directors or Director able or willing to act then any two shareholders may summon a General Meeting of Shareholders for the purpose of appointing Directors. Where the Company is a wholly-owned subsidiary, the provisions of Section 328(1) of the Act shall apply.
107. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman be not present at the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
108. Subject to Article 115, a resolution in writing, signed by all the Directors shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. Such resolution in writing may consist of several documents, each signed by one or more Directors. A resolution in writing, signed by a Director and transmitted to the Company by electronic mail, facsimiles or other written electronic communications shall be deemed a document signed by him for the purposes of this Article.
109. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
110. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
111. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.
112. The Directors shall cause to be entered and kept in books provided for the purpose minutes of all meetings of the Directors. Any such minutes of any meeting of the Directors shall be signed by the Chairman of such meeting and shall be circulated to all Directors.
113. All acts done by any meeting of the Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Director and had been entitled to vote.

114. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his/her interest. Such Director may give a general notice to the Directors to the effect that he/she is a member of a Director of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm. Such notice shall, for the purpose of this Article, be considered as a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made if the notice specifies the nature and extent of the Director's interest in the specified corporation or firm and the interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract, arrangement or dealing is so made. A notice given in accordance with this Article shall be of no effect unless the notice is given at a meeting of the Directors, or the Director giving the notice takes reasonable steps to ensure that the notice is brought up and read at the next meeting of the Directors after it is given.
115. A Director shall not be entitled to vote as a Director in respect of any contract or arrangement in which he/she is interested or upon any matter arising thereof but shall be counted only to make the quorum at the meeting of the Board.

SECRETARY

116. The secretary 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 so appointed may be removed by them.
117. The first secretary shall be Alwizah Al-Yafii Binti Ahmad Kamal (MAICSA 7033148).

SEAL

118. 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 of the Directors authorized 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.

AUTHENTICATION OF DOCUMENTS

119. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company of the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Company's head office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

ALTERNATE DIRECTOR

120. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to the Directors.

An alternate Director shall (subject to his giving to the Company an address within Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An alternate Director shall ipso facto cease to be an alternate Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

ACCOUNTS

121. The Directors shall cause proper books of accounts to be kept in respect of:-
- (a) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Company; and
 - (c) The assets and liabilities of the Company.
122. The books of account shall be kept at the office, or subject to the provision of the Act, at such other place as the Directors think fit, and shall always be open to the inspection of the Directors, the members and/or authorised representatives of the members.
123. The Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any shareholder other than the holding company of the Company except as conferred by the Act.
124. The Directors shall from time to time, in accordance with the applicable law, cause to be prepared and to be laid before the Company in general meeting, having been previously approved by the Board of Directors, the following documents:
- (a) profit and loss accounts;
 - (b) balance sheets;
 - (c) statement of appropriation of retained earnings or statement of disposition of deficit;
 - (d) Business / Directors' report;
 - (e) auditors' report; and
 - (f) such other document as are required by the applicable law.
125. A copy of every document referred to in the Article above (including every document required by law to be annexed thereto) shall not less than twenty-one days before the date of the meeting be sent to:
- (a) every member of the Company;
 - (b) every person who is entitled to receive notice of general meetings;
 - (c) every auditor of the Company; and
 - (d) every debenture holder of the Company on a request being made to the Company.

AUDIT

126. Auditors shall be appointed, with the sanction of a General Meeting, and they are regulated in accordance with Sections 262 to 289 of the Act.

NOTICES

127. Any notice or documents may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.
128. Any member described in the Register by an address not within Malaysia at which notices may be served upon them shall be entitled to have notices served upon them at such address by Air Mail, by registered post or by ordinary post, shall be deemed to have been served at the expiration of three days, or, if served by Air Mail, shall be deemed to have been served at the expiration of ten days; in either instance it shall be sufficient to prove that the letter was properly addressed and posted, and that sufficient postage was prepaid thereon.
129. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding that such member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall at the time of the service of the notice or document have been removed from the Register as the holder of the share, 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.

DIVIDENDS AND RESERVES

130. (1) No dividend shall be paid or be payable except out of the net profits realised by the Company which are in excess of the amount of reserves recommended by the Directors, unless the General Meeting approves otherwise.
(2) The dividends, bonuses and any other benefits and advantages, in the nature of income receivable in respect of the Company's investment, and any commissions, trusteeship, agency, transfer or other fees and current receipts of the Company shall, subject to the payments thereout of the expenses, which in the opinion of the Directors are of a revenue nature, constitute the profits resulting from the sale of the Company available for dividend, but appreciations of the Company's investments or other capital assets and realised profits resulting from the sale of the Company's investments or other capital assets (except so far as representing dividend accrued and unpaid) shall not be treated as profits available for dividends, but shall either be carried to the credit of capital reserve whether through the Profit and Loss Account or otherwise, or shall be applied in providing for depreciation or contingency or any writing down the value of the assets. It is expressly declared that, in ascertaining the profits of the Company available for dividend, it shall not be necessary to make good any diminution in value of any of the Company's investment or any other assets of the Company except circulating capital.
131. Subject as hereinafter provided, and to any rights or privileges for the time being attaching to any shares in the capital of the Company having preferential or special rights with regard to dividend, the profit or other moneys of the Company determined by the Directors to be available for dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.

132. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend:-
- a) shall exceed the amount recommended by the Directors, and
 - b) shall (except by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company.

A declaration by the Directors as to the amount of the profits or other moneys or any other assets shall be conclusive.

133. Any members' resolution declaring or approving the declaration of a dividend on shares of any class may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.
134. With the sanction of a General Meeting, dividends or bonuses may be paid wholly or in part in specie and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of fully paid shares, debentures or other securities of this Company or any other Company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustment and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation adjustment or arrangement so made shall be questioned by any Member. Where requisite a proper contract shall be filed pursuant to Section 78 of the Act and the Directors may appoint any person to sign such contract on behalf of the Members or any of them.
135. (1) Provided that the Directors may, before recommending any dividend, set aside out of the profits of the Company such sum or sums as they think proper as a reserve fund or reserve funds which shall, at the discretion of the Directors, be applicable for any purpose or purposes as set out in paragraphs (2) and (3) of this Article, and pending such application may, at the like discretion, either be employed in the business of the Company or to be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors from time to time may vary such invest and may vary such investments and dispose of all any part thereof for the benefit of the Company and may divide any reserve fund or funds or any part thereof in the business of the Company without being bound to keep the same separate from the other assets. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.
- (2) Any income arising from such reserves referred to in (1) above shall be treated as part of the profits of the Company. Such reserves may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an insurance fund, equalizing dividends, paying special dividends, or for any other purpose for which the undivided profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward as undivided profit any profit or balance of profit which they shall not think fit to recommend as dividend or to place to reserve.

- (3) The Directors may establish a reserve to be called "Capital Reserve" and shall either carry the credit of such reserve from time to time, all monies realised on the sale of any investments held by the Company in excess of the then book-value of the same or apply the same in providing for depreciation or contingency. Such capital reserve and all other monies in the nature of accretion to capital, whether on sale of investments held or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend. Any losses realised on the sale of any investments may be carried to the debit of Capital Reserve except in so far as the Directors shall decide to make good the same out of the funds of the Company.
136. Notice of any dividend that may have been declared shall be given in manner hereinafter provided to such Members as are entitled under these Articles to receive notices from the Company.
137. The Directors may deduct from any dividend, bonus or other moneys payable in respect of any shares held by a member either alone or jointly with any other Member all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls and expenses chargeable thereon.
138. Any dividend, instalment of dividend or bonus in respect of any shares may be paid by cheque or warrant payable to the order of the Member or Senior Member registered in the Register.
139. No unpaid dividend or bonus shall bear interest as against the Company.

CAPITALIZATION OF PROFITS & RESERVES

140. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available or distribution, and accordingly that the sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by those 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 the 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.
141. 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 capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon the capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

WINDING UP

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

INDEMNITY

143. Save and except in so far as the provisions of this Article shall be avoided under Section 288 of the Act, every Director, Managing Director, Secretary and other officers for the time being of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution or their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or default of any of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for, insufficiency or deficiency of any security upon which any money of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own dishonesty respectively.

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

Names, Addresses and Descriptions of Subscribers	Signatures
<p>DAYAKRISHNA VAIDYNATHA CHETTI Passport No.: 1053225 A-1 6-10 Dua Residency, Jalan Tun Razak, 50400 Kuala Lumpur.</p> <p>Occupation: Banker</p>	<p style="text-align: center;">-Duly Signed-</p> <hr/> <p style="text-align: center;">Dayakrishna Vaidynatha CHETTI</p>
<p>KHAIRUDDIN BIN MOHD RAWI 1/C No. : 650723-01 -6407 No. 2 Jalan Kedidi Empat, 83500 Parit Sulong, Johor.</p> <p>Occupation: Banker</p>	<p style="text-align: center;">-Duly Signed-</p> <hr/> <p style="text-align: center;">Khairuddin Bin Mohd RAWI</p>

Dated: 7th day of October, 2010

Witness to the above signatures

-Duly Signed-

Name : Alwizah Al-Yafii Binti Ahmad Kamal
 I.C. No. : 740228-07-5492
 Occupation : Company Secretary
 Address : No. 12, Jalan Pantai 9/7, 46000 Petaling Jaya, Selangor Darul Ehsan.

Lodged by : ZI Corporate Services Sdn Bhd
 Company No. : 238884-H
 Address : Suite 2-4, Level2, Tower Block, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur
 Tel. No. : 03-2094 0999