

ARUS MURNI CORPORATION BERHAD
(Company No. 19727-P)
(Incorporated in Malaysia)

APPENDIX I
IN RELATION TO
THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION

This Appendix I referred to in item 4 of the Notice of Annual General Meeting dated 19 August 2002 signed by me for the purpose of identification.

DATO' SHAMSIR BIN OMAR
Chairman

Appendix I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In particular, the existing Articles of Association of the Company (“the existing Articles”) are amended by the alterations, modifications, deletion and/or additions, wherever necessary whereby the affected existing Articles are reproduced here with the Proposed Amendments to the Articles of Association of the Company alongside it:

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
2	In these Articles if not inconsistent with the subject or context:-		In these Articles if not inconsistent with the subject or context: -
			WORDS MEANINGS
(a)	“The Act” means the Companies Act, 1965.	The Act	means the Companies Act, 1965 and any amendments or statutory modifications or replacements thereof for the time being in force.
(b)	“The Company” means ARUS MURNI CORPORATION BERHAD.	The Company	means ARUS MURNI CORPORATION BERHAD.
(c)	“The Directors” means the directors of the Company.	The Directors	means the directors of the Company.
(d)	“The office” means the registered office for the time being of the Company.	The Office	means the registered office for the time being of the Company.
(e)	“The register” means the register of members to be kept pursuant to the Act.	The Register	means the register of members to be kept pursuant to the Act.
		These Presents	The Memorandum of Association and the Articles of Association or other regulations of the Company from time to time in force.
(f)	“The seal” means the common seal of the Company.	The Seal	means the common seal of the Company.
(g)	“Secretary” means any person or persons appointed to perform the duties of a secretary of the Company and shall include an assistant or deputy secretary.	Secretary	means any person appointed to perform the duties of a secretary of the Company.

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>	
			WORDS	MEANINGS
(h)	Expressions means referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.		Expressions	means referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
(i)	Words means importing the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.		Words	means importing the singular only shall include the plural and the masculine gender shall include the feminine and neuter genders and the word "person" shall include a corporation.
(j)	Words or expressions means contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which these regulations become binding on the Company.		Words or expressions	means contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which these regulations become binding on the Company.
			Dividend	includes bonus.
			Special Resolution	has the meaning assigned to it in the Act.
			Month	Calendar Month
			Year	Calendar Year
			Central Depositories Act	Securities Industry (Central Depositories) Act, 1991 or any statutory modifications, amendment or re-enactment thereof for the time being in force.
			Central Depository	Malaysian Central Depository Sdn Bhd
			Depositor	A holder of securities account
			Deposited Securities	A security in the Company standing to the credit of a securities account of the Depositor subject to the provisions of the (Central Depositories) Act, 1991 and the Rules.
			Member	Any person/persons for the time being holding shares in the Company and whose names appear in the Record of Depositors.

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
			WORDS MEANINGS
		Record of Depositors	A record provided by the Central Depository of the Company under Chapter 24.0 of the Rules.
		Rules	The Rules of the Central Depository or any statutory modification, amendment or re-enactment thereof for the time being in force.
		Market Day	Any day on which there is official trading on Kuala Lumpur Stock Exchange.
		Exchange	Kuala Lumpur Stock Exchange.
		Approved Market Place	A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) exemption order (No.2) 1998
		Authorised Nominee	A person who is authorised to act as nominee as specified under the Rules.
		Securities	Securities refer to debentures, stocks and shares in a public company or corporation, or bonds of any government or of any body, corporate or unincorporated and including any right or option in respect thereof and any interest in unit trust scheme.
		Securities Account	An account established by the Central Depository for a Depositor for the recording of deposit of Securities and for dealing in such Securities by the depository.
		Listing Requirements	The Listing Requirements of the Stock Exchange including any amendments thereto that may be made from time to time.

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Insertion of new article immediately after the existing Article 4 of the following and to be titled "Purchase of Shares".

Subject to the provisions of the Act and the requirements of the Exchange and/or any other relevant authorities, the Company may from time to time, acquire by purchase in good faith and in the best interests of the Company, the Company's own shares through The Exchange on which the shares are quoted PROVIDED ALWAYS that the Company is solvent, at the date of purchase of the Company's shares and that any shares 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 any other relevant authority.

(The addition of this Article is in line with the amendment to Section 67A of the Companies Act, 1965 which allows the Company to buy back its own shares)

No. **EXISTING ARTICLES**

SHARE CAPITAL AND VARIATION OF RIGHTS

- 5 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and to the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the directors, who may allot, or otherwise dispose of such shares to such persons, on such terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the directors may determine; but the directors in making any issues of shares shall comply with the following conditions :-
- (i) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
 - (ii) in the case of shares offered to the public for subscription the amount payable on application one each share shall not be less than five per centum (5%) of the nominal amount of the share;
 - (iii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles.
 - (iv) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the members of the Company in general meeting;

No. **PROPOSED ARTICLES**

Deleted in its entirety and replaced by the following:

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of these Articles and to the Act and to the provisions of any Resolution of the Company, shares in the Company may be issued by the Directors, who may allot, or otherwise dispose of such shares to such persons, on terms and conditions, with such preferred, deferred or other special rights, and subject to such restrictions and at such times as the Directors may determine; but the Directors in making any issues of shares shall comply with the following conditions:

- (i) no shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (ii) in the case of shares offered to the public for subscription the amount payable on application one each share shall not be less than one hundred per centum (100%) of the nominal amount of the share;
- (iii) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (iv) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the members of the Company in general meeting;

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Continuation

Continuation

- (v) No director shall participate in an issue of shares to employees of the Company unless: -
- (a) the members in general meeting have approved of the specific allotment to be made to such director; and
- (b) he holds office in the Company in an executive capacity.

- (v) **must ensure that all new issues of shares for which listing is sought are made by way of crediting the Securities Account of the allottees with such shares save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act 1991, in which event it shall so similarly be exempted from compliance with the Exchange Listing Requirements. For this purpose, the Company must notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Account of such allottees.**

(The amendment to the existing Article 5 is in line with Paragraph 6.08 of the Listing Requirements.)

No.

EXISTING ARTICLES

No

PROPOSED ARTICLES

Insertion of the following new article immediately after the existing Article 5:

Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities (which are prescribed Securities) despatch notices of allotment to the allottees and make an application for the quotation of such Securities within the following prescribed periods, or such other period as may be prescribed by the Stock Exchange:

- (a) in respect of a rights issue, within fifteen (15) market days of the final applications date for the rights issue,
- (b) in respect of a bonus issue, within ten (10) market days of the books closing date for the bonus issue;
- (c) in respect of any issuance of shares pursuant to an employees share option scheme, within ten (10) market days of the date of receipt of notice of exercise of the option duly accompanied by the requisite payment;
- (d) in respect of any issuance of shares pursuant to an exercise of a right or a conversion, within ten (10) market days of the date of receipt of a subscription form duly accompanied by the requisite payment.

(The addition of new Article is to comply with Paragraph 6.25, 6.29, 6.32 and 6.44 of the Listing Requirements.)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
6.	<p>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 but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and Balance Sheets, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in arrears for more than six months.</p>		<p>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 but the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and audited accounts, and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital, to propose the winding up, or during the winding up of the Company, or sanctioning the sale of the whole of the Company's property, business and undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six months. The holder of a preference share shall be entitled a return of capital in preference to holders of ordinary shares when the Company is wound up.</p>

(The amendment is in compliance with Paragraph 7.08 of the Listing Requirements).

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
			Insertion of the following new article immediately after the existing Article 6:
			The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may 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 capital concerned within two (2) months of the meeting, shall be valid and effectual as a special resolution carried at the meeting.
			<i>(The amendment is in compliance with Paragraph 7.15 of the Listing Requirements)</i>
9.	The Company may exercise the powers of paying commissions conferred by the Act, 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 the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.		The Company may exercise the powers of paying commissions conferred by the Act, 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 the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be) and that the requirements of Section 58 of the Act shall be observed. Subject to the provisions of Section 54 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
			<i>(The amendment to the existing Article 9 is in line with Sections 54 and 58 of the Companies Act 1965.)</i>

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
10.	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 or buildings or the provision of the plant.		Deleted in its entirety.

CERTIFICATES

12.	Every person whose name is entered as a member in the register of members shall be entitled without payment to receive a certificate under the seal of the Company in accordance with the Act but in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share or shares to one of several joint holders shall be sufficient delivery to all such holders. If any member shall require more than one certificate in respect of the shares registered in his name he shall pay such fee not exceeding \$1/- per certificate for every additional certificate required as the directors may from time to time determine plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. Subject to any directions given by the Board of directors from time to time regulating the use of the Seal on such certificates, no signature need be affixed to the same in addition to the Seal provided that the method or system of control by the Company of the application of the Seal to the same has been first been approved by the Auditors or transfer Auditors of the Company.		<p>Deleted in its entirety and replaced by the following article:</p> <p>Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall issue and allot Securities and despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities within the stipulated time frame as prescribed under the Listing Requirements or such other period as may be prescribed by the Exchange from time to time. Every certificate shall be issued under the seal or share seal and bear the signatures or the autographic signatures reproduced by mechanical, electronic and/or by any other means of one Director and the Secretary or a second Director or such other person as may be authorised by the Directors, and shall specify the Securities 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 or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.</p>
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(The amendment to the existing Article 12 is in line with amendments to Listing Requirements pertaining to all transfer of any Securities of the Company shall be by way of book entry by the Central Depository and listed Company are not permitted to issue share certificate to the Securities holders EXCEPT Malaysian Central Depository Nominees Sdn Bhd in respect of new issue of Securities.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

13. Subject to the provisions of the Act, 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 firm of the Stock Exchange upon which the Company is listed 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 up of the old certificate, and in any case on payment of such sum not exceeding one dollar as the directors may from time to time require plus the amount of the proper duty with which each such certificate is chargeable under any law for the time being in force relating to stamps. In case of destruction, loss or theft of a share certificate a person to whom a renewed certificate is given shall in addition to paying one dollar pay to the Company all expenses incidental to the investigation by the Company of such destruction loss or theft and the cost of obtaining all evidence in connection therewith and shall bear any loss that may be incurred by the Company as a result of the Company issuing such renewed certificate to such person.

The following new article inserted immediately after the existing Article 12:

The Company must not cause or authorise its register to cause the Securities accounts of the allottees to be credited with the additional shares until after the Company has filed with the Exchange an application for listing of such additional shares and been notified by the Exchange that they have been approved in principle for listing.

(New Article was inserted in compliance with Paragraph 6.09 of the Listing Requirements).

Deleted in its entirety.

(The deletion to the existing Article 13 is in line with the amendments to the Listing Requirements pertaining to the compulsory depositing of Securities. Therefore, no new certificates will be issued to any Securities holders.)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
	<u>LIEN</u>		
14.	<p>The Company shall have a first and paramount lien 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 on all shares (other than fully paid shares) registered in the name of a member (whether solely or jointly with others) for all money (whether presently payable or not) payable by him or his estate, either alone or jointly with any other person to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.</p>		<p>The Company shall have a first paramount lien 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 on all shares (other than fully paid shares) registered in the name of a member for all money presently payable by him or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable in respect of the share and such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member.</p> <p><i>(The amendment to entirety Article 14 is in line with Paragraph 7.11 of the Listing Requirements.)</i></p>
15.	<p>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.</p>		<p>Subject to the Central Depositories Act and the Rules, 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.</p> <p><i>(The amendment to the Existing Article 15 is in line with the MCD Rule that any off market transactions would only be allowed if it falls under the ambit of the MCD Rule.)</i></p>

No.

EXISTING ARTICLES

16. To give effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer 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.

17. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assigns or as he directs.

No.

PROPOSED ARTICLES

Deleted in its entirety and replaced by the following:

New article

(i) **For the purpose of giving effect to a sale mentioned in Article 21 the Directors may authorised its registrar to cause Central Depository to credit the Securities account of the purchaser of the shares sold or otherwise in accordance with the directions of the purchaser.**

(ii) **The purchaser shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in reference to the sale.**

(The amendment to the existing Article 16 is in line with the amendment to the Rules of MCD that any transfer of Securities shall be by way of book entry by the Central Depository.)

The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, **accrued interest and expenses** and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before sale) be paid to the person entitled to the shares at the date of the sale or his executors, administrators or assigns or as he directs.

(The amendment to the existing Article 17 is in line with paragraph 7.12 of the Listing Requirements.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

CALLS ON SHARES

19. 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. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

To delete the words “whether alone or jointly with any other person” in line 9 of Article 19 and be read as follows:

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. No shareholder shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, ~~whether alone or jointly with any other person,~~ together with interest and expenses (if any).

(The deletion of the existing Article 19 is in line with amendment of the Rules of the MCD and Listing Requirements that joint holders are not allowed under the CDS environment).

23. The directors may, if they think fit, receive from any member willing to advance the same all or any part of money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 8 per cent per annum as may be agreed upon between the directors and the member paying the sum in advance. Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

The Directors may, if they think fit, receive from any member willing to advance the same all or any part of money uncalled and unpaid any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 8 per cent per annum as may be agreed upon between the Directors and the member paying the sum in advance **but no money so advanced shall, whilst carrying interest, confer any right to participate in profits.** Except in liquidation, sums paid in advance of calls shall not, until the same would but for such advance have become payable, be treated as paid up on the shares in respect of which they have been paid.

(The amendment to the existing Article 23 is in line with paragraph 7.09 of the Listing Requirement).

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

JOINT HOLDERS OF SHARES

24. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:

- (a) The Company shall not be bound to register more than four persons as the holders of any share except in the case of executors, or trustees of a deceased shareholder.
- (b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.
- (c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the directors may require such evidence of death as they may deem fit.
- (d) Any one of such joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.
- (e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

Deleted in its entirety.

(The deletion of the existing Article 24 is in line with amendment of the Rules of the MCD and Listing Requirements that joint holders are not allowed under the CDS environment.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Insertion of new article immediately after that existing Article 24 of the following and to be titled "INFORMATION ON SHAREHOLDINGS":

The Company may by notice in writing require any member of the Company within such reasonable time as is specified in the notice: -

- (i) to inform the Company whether he holds any voting shares in the Company as beneficial owner, Authorised Nominee or as trustee; and
- (ii) if he holds them as trustee or Authorised Nominee, 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.

(The addition to this article is in compliance with S690 of the Companies Act, 1965).

TRANSFER OF SHARES

25. Subject to these Articles any member may transfer all or any of his shares by instrument in writing in any usual or common form approved by the Stock Exchange upon which the Company is listed or in any other form which the directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof.

Deleted in its entirety and replaced by the following:

The transfer of any listed security or class of listed security that is a deposited security shall be by way of book entry by the Central Depository in accordance with the Rules and notwithstanding Section 103 and 104 of the Act but subject to Section 107(C)(2) of the Act and any exemption that may be made from compliance with Section 107(C)(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed security.

(The amendment to the existing Article 25 is in line with the amendment to the Rules of MCD that any transfer of Securities shall be by way of book entry by the Central Depository)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
26.	The instrument of transfer must be left for registration at the office together with such fee not exceeding \$1.00 as the directors from time to time may require 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, and thereupon the Company shall subject to the powers vested in the directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.		Deleted in its entirety. <i>(The deletion of the existing Article 26 is in line with the amendment to the Rules of MCD that any transfer of Securities shall be by way book entry by the Central Depository).</i>
27.	The directors may decline to register the transfer of a share (not being fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien or any transfer of shares, whether fully paid or not, made to an infant or person of unsound mind.		Deleted in its entirety and replaced by the following: The Central Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules. <i>(The amendment to the existing Article 27 is to ensure compliance with the MCD rules).</i>
28.	If the directors decline to register any transfer they shall within one month after the date on which the transfer was lodged with the Company send to the transferor and to the transferee notice of the refusal.		Deleted in its entirety. <i>(The deletion of existing Article 28 is in compliance with the MCD Rules).</i>
29.	The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine not exceeding in the whole thirty days in any year.		The registration of transfers may be suspended at such times 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 days in any year. At least three market days prior notice shall be given to the Central Depository to prepare the Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven market days prior notice shall be given to the Central Depository. At least twelve (12) market days notice of book closure shall be given to the Exchange and advertised in a local daily newspaper circulating in Malaysia. <i>(The amendment to the existing Article 29 is in compliance with Paragraph 9.19 (1) of the Listing Requirements.)</i>

No. EXISTING ARTICLES

31. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole 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 joint holder from any liability in respect of any share which had been jointly held by him with other persons.

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy.

No. PROPOSED ARTICLES

The existing heading “Transmission of Share” after the existing Article 30 be amended to “Transmission of Securities.”

Deleted in its entirety and replaced by the following:

In the case of the death of a member the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person recognised by the Company as having any title to his Securities but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share or security held by him.

(The amendment to the existing Article 31 is in line with the amendment to Listing Requirements and MCD Rules that joint holders are not permitted under Central Depository Systems environment.)

Any person becoming entitled to a share in consequence of the death or bankrupt of a member may, upon such evidence being produced, as may from time to time properly be required by the **Central Depository and the Rules** and subject as hereinafter provided, elect either to be registered himself as holder of the **security** or to have some person nominated by him registered as the transferee thereof, but the **Central Depository and the Rules** 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 **Securities** by that member before his death or bankruptcy. **Provided always that where the Security is a deposited Security**, subject to the Rules, a transfer of the security may be carried out by the person becoming so entitled.

(The amendment to the existing Article 32 is in line with the amendment to MCD Rules which require any transfer of Securities obtain prior approval from MCD unless it is purchase from the open market. The amendment from “Shares” to “Securities” is to be in line with the new term ie Securities as defined in Article 1.)

No. EXISTING ARTICLES

33. If the person so becoming entitled elects 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 elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the rights 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 that member.

34. Where the registered holder of any share dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly 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; and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be joint holders of the share.

No. PROPOSED ARTICLES

If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Central Depository a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the **Security**. All the limitations, restrictions and provisions of the Rules relating to the rights to transfer and the registration of transfers of **Securities** 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 notice or transfer signed by that member.

(The amendments to the existing Article 33 is in line with the amendments to MCD Rules which require any transfer of Securities obtain prior approval from MCD unless it is purchase from the open market. The amendment from "Shares" to "Securities" is to be in line with the new terms, i.e. Securities as defined in Article 2.)

Where the registered holder of any **Security** dies or becomes bankrupt his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the **Central Depository** 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.

(The amendment to the existing Article 34 is in line with amendments to MCD Rules which require any transfer of Securities obtain prior approval from MCD unless it is purchase from the open market.)