

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Insertion of new article immediately after the existing Article 34 of the following and to be titled "TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER".

(a) Where (if applicable):

- (1) The Securities of the Company are listed on an Approved Market Place; and
- (2) The Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such Securities,

the Company shall, upon request of a Securities holder, permit a transmission of Securities held by such Securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no change in the ownership of such Securities.

- (b) For the avoidance of doubt, no Company which fulfils the requirements of (a) (1) and (2) above, shall not allow any transmission of Securities from the Malaysian Register into the Foreign Register.

(The insertion of a new Article is to incorporate the paragraph 7.14 as required by the Listing Requirements.)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
	<u>INCREASE OF CAPITAL</u>		
48.	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, of the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.</p>		<p>Subject to any direction to the contrary that may be given by the Company in general meeting any original shares and Securities for the time being unissued and not allotted and any new shares and Securities or other convertible Securities from time to time to be created shall before they are issued be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares and Securities to which they are entitled. The offer shall be made by notice specifying the number of shares and Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares and Securities offered, the directors may dispose of those shares and Securities in such manner as they think most beneficial to the Company. The directors may likewise also dispose of any new shares and Securities which (by reason of the ratio which the new shares and Securities bear to shares and Securities held by persons entitled to an offer of new shares and Securities) cannot, in the opinion of the directors, be conveniently offered under this article.</p> <p>Insertion of new sub-article immediately after the existing Article 48 of the following:</p> <p>(i) Except in the case of an issue of Securities on a pro rata basis to shareholders, the Company must ensure that it or any of its subsidiaries shall not issue shares or other convertible Securities to a director, major shareholder or person connected with any director or major shareholder (hereinafter referred to as “the interested director”, “interested major shareholder” or “interested person connected with a director or major shareholder” respectively) unless shareholders in general meeting have approved of the specific allotment to be made to such aforesaid person.</p>

No.

EXISTING ARTICLES

No.

PROPOSED ARTICLES

Continuation

- (ii) Subject to paragraph (i) above and notwithstanding the existence of a resolution pursuant to Section 132D of the Companies Act, 1965, the Company must ensure that it shall not issue any shares or convertible Securities if the nominal value of those shares or convertible Securities, when aggregated with the nominal value of any such shares or convertible Securities issued during the preceding twelve (12) months, exceeds 10% of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible Securities are issued with the prior approval of the shareholders in general meeting of precise terms and conditions of the issue.
- (iii) In working out the number of shares or convertible Securities that may be issued by the Company, if the Security is a convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.

(The amendment to the existing Article 48 is in line with paragraph 6.10, 6.11 and 7.10 of the Listing Requirement.)

No.

EXISTING ARTICLES

No.

PROPOSED ARTICLES

GENERAL MEETINGS

55. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company and shall be accompanied by a statement regarding the purpose of any proposed resolution in respect of such special business. At least fourteen (14) days' notice of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.

Subject to the provisions of the Act relating to Special Resolutions and agreements for shorter notice, fourteen days notice at the least **or twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting** (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the purpose of any proposed resolution in respect of such special business. At least fourteen (14) days' notice **or twenty one (21) days notice in the case where any special resolution is to be proposed or where it is an annual general meeting** of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.

(The amendment to the existing Article 55 is in line with the paragraph 7.17 of the Listing Requirements.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Insertion of the following new sub-article immediately after the existing Article 55:

(A) The Company shall request the Central Depository in accordance with the Rules of the Central Depository, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

(B) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat in person or by proxy unless his name appears in the General Meeting Record of Depositors.

(The insertion of this sub-article 55(A) and 55(B) are in line with the Paragraph 7.18 of the new Listing Requirements.)

PROCEEDINGS AT GENERAL MEETINGS

66. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or representative or proxy of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds.

Subject to **Article 55(B)** and any rights or restrictions for the time being attached to any classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney **in respect of any share or shares upon which all calls due to the Company have been paid** and on a show of hands every person who is a member or representative or proxy of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share he holds.

(The amendment to the existing Article 66 is in line with paragraph 7.19 of the new Listing Requirements.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

Insertion of the following new article immediately after the existing Article 66:

Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

(The insertion of this new Article is in line with Paragraph 7.21 of the New Listing Requirements.)

JOINT HOLDERS

67. In the case of joint holders the vote of the senior member 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.

Deleted in its entirety.

(The deletion in its entirety of the existing Article 67 is in line with amendment to Listing Requirements and MCD Rules that joint holders are not permitted under Central Depository Systems environment.)

PROXY NEED NOT BE A MEMBER

71. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- (A) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. **A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Act shall not apply to the Company.**

- (B) Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said Securities account.

(The amendment to the existing Article 71 is to comply with Paragraph 7.22 of the Listing Requirements.)

No. **EXISTING ARTICLES**

72. The instrument appointing a proxy shall be in the following form or in such other form as the directors may approve:

TIMURAN HOLDINGS BHD.

I/We _____ of _____ being a member/members of the above-named Company, hereby appoint _____ of _____, or failing him, _____, of _____ as my/our proxy to vote for me /us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Company, to be held on the _____ day of _____ 19____ and at any adjournment thereof.
Signed this _____ day of _____ 19_____.

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

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

**DIRECTORS:
APPOINTMENT, REMOVAL ETC.**

78. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

No. **PROPOSED ARTICLES**

The instrument appointing a proxy shall be in the following form or in such other form as the directors may approve:

ARUS MURNI CORPORATION BERHAD

I/We, _____ of _____ being a member/~~members~~ of the Arus Murni Corporation Berhad, hereby appoint _____ of _____ or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the _____ day of _____ 20 ____ and at any adjournment thereof.
Signed this _____ day of _____ 20_____.

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

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

(The deletion of the word "members" of the existing proxy form is in line with the amendment to Listing Requirements and MCD Rules that joint holders are not permitted under Central Depository System environment)

At every annual general meeting one-third of the Directors or if their number is not a multiple of three then the number nearest to one-third shall retire from office provided always that all Directors shall retire from office once at least in each three (3) years. An election of Directors shall take place each year. A retiring Director shall retain office until the close of the meeting at which he retires.

(The amendment to the existing Article 78 is in line with Paragraph 7.28 of the Listing Requirements.)

No. EXISTING ARTICLES

80. Only the following persons shall be eligible for election to the office of director at any Annual General Meeting namely:-

- (i) a director retiring at the meeting;
- (ii) a person recommended by the directors and in respect of whom, not less than nine clear days before the day appointed for the meeting, there shall have been left at the registered office of the company a consent to act as a director duly signed by such person;
- (iii) a person in respect of whom not less than eleven nor more than twenty-one clear days before the date appointed for the meeting there shall have been left at the registered office of the Company a notice in writing, signed by a member duly qualified to attend 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 that person of his willingness to be elected.

No. PROPOSED ARTICLES

Only the following persons shall be eligible for election to the office of director at any Annual General Meeting namely:-

- (i) a director retiring at the meeting;
- (ii) a person recommended by the directors and in respect of whom, not less than nine clear days before the day appointed for the meeting, there shall have been left at the registered office of the company a consent to act as a director duly signed by such person **and notice of each and every candidature for election to the board of directors shall be served on the registered holders of shares at least seven days prior to the meeting at which the election is to take place;**
- (iii) a person in respect of whom not less than eleven nor more than twenty-one clear days before the date appointed for the meeting there shall have been left at the registered office of the Company a notice in writing, signed by a member duly qualified to attend 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 that person of his willingness to be elected.

(The amendment to the existing Article 80 is in line with Paragraph 7.30 of the Listing Requirements.)

No. EXISTING ARTICLES
DISQUALIFICATIONS OF DIRECTORS

89. The office of director shall become vacant if the director: -
- (a) has a Receiving Order in Bankruptcy made against him or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director by reason of any order made under the Act or contravenes Section 130 of the Act;
 - (c) ceases to be a director by virtue of 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) is removed from his office of director by resolution of the Company in general meeting;
 - (g) for more than six months is absent, without permission of the directors, from meetings of the directors held during that period.

No. PROPOSED ARTICLES
Subject as otherwise provided and to the terms of any subsisting agreement, the office of a Director shall become vacant if the Director : -

- (i) ceases to be a Director by virtue of the Act;
- (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iii) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 130 of the Act;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relation to mental disorder;
- (v) resigns his office by notice in writing to the Company;
- (vi) **is absent from more than 50% of the board of directors' meetings held during a financial year.**

(The amendment to the existing Article 89 is in line with Paragraph 7.29 of the Listing Requirements.)

Insertion of the following New Article immediately after Article 100:

All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone, video conference or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

(The insertion of this sub-article is to enable board of directors' meetings to be held by way of teleconference, video conference or any other means which would enable all the directors to hear each other in order to procure a consensus.)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
	<u>PROCEEDINGS OF DIRECTORS</u>		
108.	<p>A director may vote in respect of :-</p> <p>(i) any arrangement for giving the director himself or any other director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or</p> <p>(ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director for himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(iii) any contract by the director himself or any other director to subscribe for or underwrite shares or debentures of the Company; or</p> <p>(iv) any contract or arrangement with any other company in which he is interested either or both as an officer of that other company or as a holder of shares or other securities in that other company;</p>		<p>A Director may vote in respect of :</p> <p>(i) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or</p> <p>(ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director for himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.</p>

(The deletion of existing Article 108 is in line with Paragraph 7.27 of the Listing Requirements.)

MANAGING DIRECTORS

112.	<p>The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors for such period not exceeding five (5) years and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors as may be appointed by them such of the powers hereby vested in the directors generally as they may think fit, but subject thereto such Managing Director or Managing Directors shall be subject to the control of the Board.</p>	<p>The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors for such period not exceeding three (3) years and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit, but subject thereto such Managing Director or Managing Directors shall be subject to the control of the Board.</p>
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(The amendment of the existing Article 112 is to comply with Paragraph 7.28 of the Listing Requirements.)

No. **EXISTING ARTICLES**

114. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a director for the purpose of determining the rotation or retirement of directors or in fixing the number of directors to retire, but he shall, subject to provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other directors of the Company and if he ceases to hold the office of director from any cause shall ipso facto and immediately cease to be a Managing Director.

ACCOUNTS

128. The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the section. The interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed six months. A copy of each such document shall not less than fourteen days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to article 55 of these presents) be sent to every member of, and to every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents. The requisite number of copies of each such document as may be required by the Stock Exchange from time to time not exceeding 100 of any such documents at any one time shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed: Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware or to more than one of joint holders but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.

No. **PROPOSED ARTICLES**

A managing Director shall, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director.

(The amendment to the existing Article 114 is in compliance with Paragraph 7.28 of the Listing Requirements.)

The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Section. The interval between the close of a financial year of the Company and the issue of **annual audited accounts, the directors' and auditors' reports relating to it shall not exceed four (4) months.** A copy of each such document shall not less than fourteen days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 55 of these presents) be sent to every member of, and to every holder of debentures of the Company and to every person who is entitled to receive notices from the Company under the provisions of the Act or of these presents. **The requisite number of copies of each such document as may be required by the Stock Exchange from time to time shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed.** Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware ~~or to more than one of joint holders~~ but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.

(The amendment to the existing Article 128 is in compliance with Paragraph 7.35 of the Listing Requirements.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

DIVIDEND AND RESERVES

138. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debentures stock of any other company or in any one or more of such ways and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

Any general meeting declaring a dividend or bonus **may** direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient and in particular may issue fractional **shares** and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

(The amendment to the existing Article 138 is in line with the amendment to the Listing Requirements on mandatory deposit of Securities. Henceforth, no certificate will be issued to Securities holder.)

139. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder ~~or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.~~ Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.

(The amendment to the existing Article 139 is in line with the amendment to the KLSE Listing Requirements and MCD Rules that joint holders are not permitted under Central Depository System environment.)

No. EXISTING ARTICLES

No. PROPOSED ARTICLES

CAPITALIZATION OF PROFITS

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 for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same 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 such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying of unissued shares to be issued to members of the Company as fully paid bonus shares.

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 for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same 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 such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A share premium account and a capital redemption reserve may, for the purposes of this Article, be applied only in the paying of unissued shares to be issued to members of the Company as fully paid bonus shares **and to provide the consideration for the purchase of the shares of the Company. A capital redemption reserve may, for the purposes of this Article, be applied only in paying up of unissued shares to be issued to members of the Company as fully paid bonus.**

(The amendment to the existing Article 140 is in line with the amendment to Section 67A of the Companies Act, 1965 which allows share premium to be issued for the purchase of its own shares.)

No. **EXISTING ARTICLES**

141. Whenever such a resolution as aforesaid shall have been passed the directors shall make 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 such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized or 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.

No. **PROPOSED ARTICLES**

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

(The amendment to the existing Article 141 is in line with the amendment to the Listing Requirements on mandatory deposit of Securities. Henceforth, no certificate will be issued to Securities holder.)

No.	<u>EXISTING ARTICLES</u>	No.	<u>PROPOSED ARTICLES</u>
	<u>WINDING UP</u>		
150.	On the voluntary liquidation of the Company, no commission or fee shall be paid to a Liquidator unless it shall have been ratified by members. The amount of such payment shall be notified to all members at least seven days prior to the meeting at which it is to be considered.		<p>On the voluntary liquidation of the Company, no commission or fee shall be paid to a Liquidator unless it shall have been approved by members. The amount of such payment shall be notified to all members at least seven days prior to the meeting at which the commission or fee is to be considered.</p> <p><i>(The amendment to the existing Article 150 is in compliance with Paragraph 7.37 of the Listing Requirements.)</i></p> <p>Insertion of New Article immediately after the existing Article 151 and to be titled "ALTERATION OF ARTICLES".</p> <p>These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.</p> <p><i>(The insertion of this new Article is to ensure that the Articles comply with the relevant statutes, regulations and guidelines.)</i></p>

No.

EXISTING ARTICLES

No.

PROPOSED ARTICLES

Insertion of new article immediately after the new article following Article 151 and to be titled "EFFECT OF THE LISTING REQUIREMENTS"

Effect of the Listing Requirements

- (1) Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (2) Nothing contained in these articles prevents an act being done that the Listing Requirements require to be done.
- (3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (4) If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.
- (5) If the Listing Requirements require these articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.
- (6) If any provision of these articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.
- (7) For the purpose of this article, unless the context otherwise requires, "Listing Requirements" means the Listing Requirements of Kuala Lumpur Stock Exchange including any amendment to the Listing Requirements that may be made from time to time.

(The insertion of new Article is to incorporate the provision as required by the Stock Exchange under Paragraph 7.38 of the Listing Requirements.)

PROXY FORM

I/We _____
of _____
being a member/members of Arus Murni Corporation Berhad hereby appoint _____

or failing him the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at Twenty-Seventh Annual General Meeting of the Company to be held at the East VIP Lounge, First Floor, Kuala Lumpur on Monday, 9 September 2002, at 9.00 a.m. or any adjournment thereof.

My/our proxy is to vote as indicated below:

No.	Resolution	For	Against
1.	Approval and Adoption of Audited Accounts		
2.	Re-election of Muhamed Bin Abdul Rahman as a Director of the Company		
3.	Re-election of Mohamad Malik Bin Jamal Mohamed as a Director of the Company		
4.	Re-election of Ramli Bin Harun as a Director of the Company		
5.	Re-election of Tan Lam Hin as a Director of the Company		
6.	Re-election of as Zailan Bin Othman a Director of the Company		
7.	To appoint Messr. Ernst & Young as Auditors and to authorise Directors to fix their remuneration.		
8.	SPECIAL RESOLUTION To approve the proposed amendments to the Company's Articles of Association as per Appendix I.		

Please indicate with "X" how you wish to cast your vote.

Number of Ordinary Shares Held	
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_____ Date

_____ Signature / Seal of Shareholders

Notes:

1. This proxy form, duly signed or sealed, must be deposited at the office of the Company's Share Registrar listed on the reverse side of the form not less than 48 hours before the time fixed for the meeting.
2. A Corporation must complete the proxy form under its common seal or under the hand of a duly authorised officer or attorney. A proxy need not be a member of the company. The instrument appointing a proxy shall be deemed to confer authority or join in demanding a poll.
3. Unless voting instructions are indicated in the spaces provided the proxy may vote as he thinks fit.



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TENAGA KOPERAT SDN BHD

20th Floor, Plaza Permata,
Jalan Kampar, Off Jalan Tun Razak,
50400 Kuala Lumpur

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