

**THE COMPANIES ACT, 1965
MALAYSIA**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD
(Company No. 672174-T)**

Incorporated on the 10th day of November 2004



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 8
COMPANIES ACT 1965
[Pursuant To Section 11(2) (b)]

Company No.-MyCoID

672174	T
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CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD

is, on and from the 10th day of November 2004, incorporated under the Companies Act 1965, as a public company and that the company limited by shares.

Given under my hand and seal, at Kuala Lumpur this 02nd day of December 2010.

A handwritten signature in black ink, appearing to read 'Najmul Huda Binti Zakaria', is written above the printed name.

NAJMUL HUDA BINTI ZAKARIA
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA

Company No.

672174

T

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

~~*Section 26(1), (2)~~

~~*Section 28(9)~~

*Section 154(1)

~~*Section 254(2)~~

NOTICE OF RESOLUTION

Kuwait Finance House (Malaysia) Berhad

To the Registrar of Companies,

At a general meeting of the members of Kuwait Finance House (Malaysia) Berhad duly convened and held at Board Room, Level 26, Menara Prestige, 1 Jalan Pinang, 50450 Kuala Lumpur, on the 25 August 2014, the special resolution set out below was duly passed:-

Special Resolution

Proposed Amendments To The Articles Of Association Of Kuwait Finance House (Malaysia) Berhad (“KFHMB” Or “The Bank”)

“THAT the proposed amendments and/ or modifications to the Articles of Association of KFHMB as set out in Appendix A attached hereto, be and are hereby approved.”

Dated this 8 September 2014



Secretary

Khairatul Ilyana Kamaruddin
(MAICSA 7060968)

Lodged by : Kuwait Finance House (Malaysia) Berhad (672174-T)
Address : Level 26, Menara Prestige, 1, Jalan Pinang, 50450 Kuala Lumpur
Tel No. : 03 2168 0288
Fax No. : 03 2168 0289

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
<p>64</p> <p><i>Alternate Directors</i></p>	<p>Any Director may from time to time appoint any person (not disapproved by a majority of the Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Directors so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company (and any remuneration so paid to him shall be deducted from the remuneration, if any, which would otherwise have been payable to the Director appointing him), but shall be entitled to receive notices of and attend all meetings of the Directors; and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board provided that before doing so the Board shall have served a reasonable notice on his appointor, and he shall ipso factor cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Directors making the same and left at the Office. The nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed in writing under the hand of the nominating Director not later than the date of the next Directors' Meeting or one month whichever is later, and during such interval any such act of the</p>	<p><u>Directors are not allowed to appoint alternate director, to ensure full commitment to the Board. However, Directors who are not residents of Malaysia (except Singapore), may from time to time appoint any person (not disapproved by a majority of the Directors for the time being and the regulatory authority) to be an alternate Director of the Company, and may at any time remove the alternate Directors so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company (and any remuneration so paid to him shall be deducted from the remuneration, if any, which would otherwise have been payable to the Director appointing him), but shall be entitled to receive notices of and attend all meetings of the Directors; and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board provided that before doing so the Board shall have served a reasonable notice on his appointor, and he shall ipso factor cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Directors making the same and left at the Office. The</u></p>	<p>BNM GP1-i – 2.56</p>

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
	alternate Director shall be as valid and effectual as if such alternate Directors had been duly appointed in the first instance.	nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed in writing under the hand of the nominating Director not later than the date of the next Directors' Meeting or one month whichever is later, and during such interval any such act of the alternate Director shall be as valid and effectual as if such alternate Directors had been duly appointed in the first instance.	
66B <i>Negative list</i>	-	Practising accountants may be appointed as Directors provided that they are not employed or are not partners in an accounting firm, which has been engaged to conduct audit or consultancy work for the Company. Practising lawyers who are partners in a legal firm, which is on the panel of lawyers of the Company (and not receiving remuneration on a regular basis), may be appointed to the Board of the Company. Individuals who are active in politics cannot be appointed as Directors of the Company.	BNM GP1-i – 2.57 & 2.58
67 <i>Directors to manage Company's business</i>	Any sale or disposal of the Company's main undertaking by the Directors shall be subject to ratification by the Company in General Meeting. Subject thereto the business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such acts as may be exercised and done by the Company, and as are not by the Act or	Any sale or disposal of the Company's <u>substantial</u> undertaking by the Directors shall be subject to <u>approval</u> by the Company in General Meeting. Subject thereto the business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such acts as may be exercised and done by the	Section 132C, Companies Act, 1965

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
	by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.	Company, and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.	
74 (3) <i>Director may contract with company on hold office of profit or act professionally</i>	A Director may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional service as if he were not a Director.	A <u>Director</u> may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional service as if he were not a Director.	To correct typographical error.
75 <i>Disqualification of Directors</i>	The office of a Director shall be vacated:- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors. (b) If he is prohibited from being a Director by reason of any order made under any provision of the Act.	The office of a Director shall be vacated:- (a) If <u>he is an undischarged bankrupt, has suspended payments or a receiving order is made against him or he makes any arrangement or composition with his creditors.</u> (b) If he is prohibited from being a Director by reason of any order made under any	IFSA S68 (1)

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
	<p>(c) If he is found lunatic or becomes of unsound mind.</p> <p>(d) If he is removed by Ordinary Resolution of the Company.</p> <p>(e) If he resigns his office by notice in writing to the Company.</p> <p>(f) If he fails to attend four consecutive meetings without valid justification and upon a resolution by the Board of Directors.</p> <p>(g) If he occupies any salaried position in the Company, other than the post of Chairman, Deputy Chairman or Managing Director.</p> <p>(h) If he is convicted for an offence involving dishonesty or misconduct.</p>	<p>provision of the Act.</p> <p>(c) If he becomes of unsound mind.</p> <p>(d) If he is removed by Ordinary Resolution of the Company <u>or by the Central Bank of Malaysia.</u></p> <p>(e) If he resigns his office by notice in writing to the Company.</p> <p>(f) If he fails to attend four consecutive meetings without valid justification and upon a resolution by the Board of Directors.</p> <p>(g) If he occupies any salaried position in the Company, other than the post of Chairman, Deputy Chairman or Managing Director.</p> <p>(h) If he is convicted <u>of criminal offence involving dishonesty or fraud under any law whether in or outside Malaysia.</u></p> <p>(i) <u>If he is found under any law relating to prevention of crime, drug trafficking or immigration to be subject to:-</u></p> <p>(a) <u>an order of detention, supervision or deportation has been made against that person; or</u></p> <p>(b) <u>any form of restriction or supervision by bond or otherwise, has been imposed on him.</u></p>	<p>IFSA S68 (1)</p> <p>IFSA S68 (1)</p>

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
		(j) <u>If he no longer complies with the fit and proper requirements of the Company.</u>	IFSA S70 (1)
80 <i>Chairman may call meeting of Directors</i>	The Chairman or at least 3 Directors may, and the Secretary on the requisition of the Chairman or such Directors shall, at any time summon a meeting of the Directors, which shall be held at least once every three months.	The Chairman or at least 3 Directors may, and the Secretary on the requisition of the Chairman or such Directors shall, at any time summon a meeting of the Directors, which shall be held at least once every <u>two</u> months.	BNM GP1-i – 2.73
81 <i>Meetings of Directors</i>	The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction or business shall consist of a minimum of 3 directors or a majority of total board members (whichever is higher). Questions arising at any meeting shall be decided by a majority of votes of those <u>presents</u> . In case of an equality of votes, the Chairman shall have a second or casting vote.	The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction or business shall consist of a minimum of 3 directors or a majority of total board members (whichever is higher). Questions arising at any meeting shall be decided by a majority of votes of those <u>present</u> . In case of an equality of votes, the Chairman shall have a second or casting vote.	To correct typographical error.
82 <i>Chairman of Directors</i>	The Chairman and Deputy Chairman shall be such Directors approved by the members <u>at the General Meetings</u> . The Chairman shall be elected for such period as the members of the General Meetings shall determine and who shall preside at meetings of the Directors, but if no such Chairman be elected, or if any meeting the Chairman be not present within ten minutes after the time appointed for holding the same the Deputy Chairman shall be the Chairman of such meeting.	The Chairman and Deputy Chairman shall be such Directors approved by the members. <u>The appointment of Chairman of the Board is subject to Bank Negara Malaysia's approval.</u> The Chairman <u>of the Board</u> shall preside at meetings of the Directors, but if no such Chairman <u>is</u> elected, or if <u>at</u> any meeting the Chairman <u>is</u> not present within ten minutes after the time appointed for holding the <u>meeting, the Directors may choose one of their number to be chairman of the meeting.</u>	BNM GP1-i – 2.42

Appendix A
Details of the Proposed Amendments

Article No.	Existing Articles of Association	Amended Articles of Association	Rationale / Compliance
<p>84A</p> <p><i>Participation at Directors' Board and Committee meetings</i></p>	<p>-</p>	<p>(1) <u>If necessary, the participation of Director in meetings can be facilitated by an instantaneous telecommunication device, with the Chairman's / Committee Chairman's approval. For the purpose of this Article, "instantaneous telecommunication device" means any telecommunication conferencing device with or without visual capacity.</u></p> <p>(2) <u>A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting.</u></p>	<p>BNM GP1-i – 2.73</p>
<p>85</p> <p><i>Resolution signed by Directors to be valid</i></p>	<p>A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors, duly convened, held and constituted.</p>	<p>A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors, <u>or of a committee of the Directors</u> duly convened, held and constituted. <u>The resolution may be signed in any number of counterparts and by the different Directors on separate counterparts and any counterparts with the signatures thereon may be transmitted to the Company by facsimile or other telegraphic communication.</u></p>	<p>For ease of administration.</p>

Company No.

672174

T

FORM 11

Companies Act, 1965

*Section 21(2)

*Section 26(1), (2)

*Section 28(9)

*Section 154(1)

*Section 254(2)

NOTICE OF RESOLUTION

Kuwait Finance House (Malaysia) Berhad

To the Registrar of Companies,

At a general meeting of the members of Kuwait Finance House (Malaysia) Berhad duly convened and held at No. Board Room, Level 26, Menara Prestige, 1 Jalan Pinang, 50450 Kuala Lumpur, on the 14 March 2014, the special and ordinary resolutions set out below were duly passed:-

Ordinary Resolution

“THAT the increase of Board Committees’ fees for the Chairman and Members of all Board Committees of Kuwait Finance House (Malaysia) Berhad to RM5,000 per month be hereby approved to take retrospective effect from 1 March 2014.”

Special Resolution

“THAT Article 81 of the Articles of Association of Kuwait Finance House (Malaysia) Berhad be amended as follows:-

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction or business shall consist of a minimum of 3 directors or a majority of total board members (whichever is higher). Questions arising at any meeting shall be decided by a majority of votes of those presents. In case of an equality of votes, the Chairman shall have a second or casting vote.”

Dated this 14 March 2014



Secretary
Khairatul Ilyana Kamaruddin
(MAICSA 7060968)

Lodged by : Kuwait Finance House (Malaysia) Berhad (672174-T)
Address : Level 26, Menara Prestige, 1, Jalan Pinang, 50450 Kuala Lumpur
Tel No. : 03 2168 0288
Fax No. : 03 2168 0289



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

FORM 29
COMPANIES ACT 1965

[Section 64(7)]

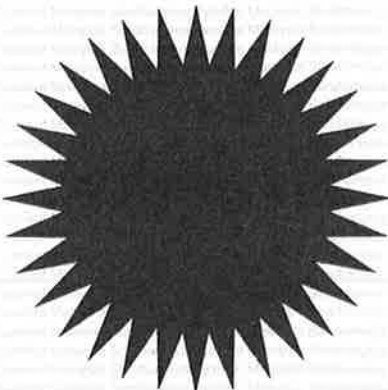
Company No.

672174	T
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**CERTIFICATE OF LODGEMENT OF ORDER OF HIGH
COURT CONFIRMING REDUCTION OF SHARE CAPITAL**

This is to certify that an order of the High Court dated the 22nd day of February, 2013, confirming a reduction of the share capital of **KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD**, has this day been lodged with me.

Given under my hand and seal, at Kuala Lumpur, this 5th day of March 2013.



MOHD HARRIS SOO'DI
ASSISTANT REGISTRAR OF COMPANIES
MALAYSIA

UserID: mohdharris Date: 11/03/2013 04:35:28 PM

Company No.

672174

T

FORM 11

Companies Act, 1965

~~*Section 21(2)~~

~~*Section 26(1), (2)~~

~~*Section 28(9)~~

*Section 154(1)

~~*Section 254(2)~~

NOTICE OF RESOLUTION

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD

To the Registrar of Companies,

At a general meeting of the members of KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD duly convened and held at Level 26, Menara Prestige, 1 Jalan Pinang, 50450 Kuala Lumpur, on the 21st day of December, 2012, the special resolution set out below were duly passed:-

Special Resolution

Resolved:-

“THAT, subject to the confirmation of the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 being obtained, the Directors be and are hereby authorised to reduce the share capital of the Company of RM2,266,125,002.00 consisting of 2,266,125,002 ordinary shares of RM1.00 each to RM1,425,272,002.00 consisting of 1,425,272,002 ordinary shares of RM1.00 each, and that such reduction be effected by way of cancelling the issued and fully paid up shares of the Company of RM1.00 each to the value of RM840,853,000.00 which has been lost or is unrepresented by available assets.

AND THAT an amount equal to RM840,853,000.00 being the credit arising therefrom be utilised or otherwise applied towards eliminating the accumulated losses of the Company as appearing in the Company's financial accounts as at 31st December 2011 and in the event that there is surplus credit not required to be applied to eliminate the accumulated losses of the Company that such unutilised credit be transferred to and credited into a reserve.

Company No.

672174	T
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Page 2
Form 11

AND FURTHER THAT the Directors be and are hereby authorised and empowered to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary to give full effect to the proposed capital reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and / or any relevant authorities and to take all such steps to implement, finalise and give full effect to the proposed capital reduction.”

Dated this 21st day of December, 2012



Secretary
JASNI BINTI OTHMAN
MIA 11863

Lodged by : Kuwait Finance House (Malaysia) Berhad (672174-T)
Address : Level 26, Menara Prestige, 1 Jalan Pinang, 50450 Kuala Lumpur
Tel No. : 03-2168 0288
Fax No. : 03-2168 0289

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IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR

(COMMERCIAL DIVISION)

PETITION NO: 26NCC - 3 - 01 / 2013

In the Matter of Kuwait Finance House (Malaysia)
Berhad (Company No. 672174-T)

And

In the Matter of Section 64(1)(b) of the Companies
Act, 1965

And

In the Matter of the Companies (Reduction of
Capital) Rules, 1972

And

In the Matter of Order 88 of the Rules of Court, 2012

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD
(Company No. 672174-T)

... PETITIONER

BEFORE THE JUDGE
NALLINI PATHMANATHAN
ON THIS 22 FEBRUARY 2013

IN CHAMBERS

ORDER

THE PETITION having been presented by the Petitioner abovenamed AND HAVING
READ the Petition dated 4 January 2013, AND HAVING HEARD Shanti Mogan (SY Liew with
her) of Counsel for the Petitioner IT IS HEREBY ORDERED:

1. That the reduction of the capital of Kuwait Finance House (Malaysia) Berhad, the Petitioner,
proposed to be effected by the Special Resolution dated 21 December 2012, is confirmed
and that the following minutes is approved by this Honourable Court:

SIN 9NS17BR29BBY

**Note : Serial number will be used to verify the originality of this document via eFILING portal

"THAT, subject to the confirmation of the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 being obtained, the Directors be and are hereby authorised to reduce the share capital of the Company of RM2,266,125,002.00 consisting of 2,266,125,002 ordinary shares of RM1.00 each to RM1,425,272,002.00 consisting of 1,425,272,002 ordinary shares of RM1.00 each, and that such reduction be effected by way of cancelling the issued and fully paid up shares of the Company of RM1.00 each to the value of RM840,853,000.00 which has been lost or is unrepresented by available assets.

AND THAT an amount equal to RM840,853,000.00 being the credit arising therefrom be utilised or otherwise applied towards eliminating the accumulated losses of the Company as appearing in the Company's financial accounts as at 31st December 2011 and in the event that there is surplus credit not required to be applied to eliminate the accumulated losses of the Company that such unutilised credit be transferred to and credited into a reserve.

AND FURTHER THAT the Directors be and are hereby authorised and empowered to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary to give full effect to the proposed capital reduction with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed, required or permitted by the High Court of Malaya and / or any relevant authorities and to take all such steps to implement, finalise and give full effect to the proposed capital reduction."

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S\N 9NS17BR29BBY

**Note : Serial number will be used to verify the originality of this document via eFILING portal

2. That within 14 days from the date of Issue by the Companies Commission of Malaysia of the Certificate of Lodgement of the Order of the High Court Confirming Reduction of Share Capital In Form 29 of the Companies Regulations 1966 in respect of the Petitioner, the Petitioner shall advertise once in The New Straits Times newspaper a Notice of the Order of this Honourable Court and the lodgement of the same with the Companies Commission of Malaysia.

Dated this 22nd February, 2013

BERTARIKH: 26-Feb-2013

Aazina

AAZINA BT MUSAHID LEE
 Senior Assistant Registrar
 Kuala Lumpur High Court

Azina
 Binti Mujahid Lee
 Penolong Kanan Pendaftaran
 Mahkamah Tinggi
 Kuala Lumpur



This Order is filed by Shearn Delamore & Co., solicitors for the Petitioner abovenamed whose address for service is at 7th Floor, Wisma Hamzah-Kwong Hing, No. 1 Leboh Ampang, 50100 Kuala Lumpur.

Ref: SD 3443165 KSM/JL
 Tel: 03 2027 2921 / 2844
 Fax: 03 2034 2783

1140239-1

SIN 9NS17BR29BBY

**Note : Serial number will be used to verify the originality of this document via eFILING portal

Company No.

672174

T

FORM 11

Companies Act, 1965

Section 21(2)

~~Section 26(1),*(2)~~

~~Section 28(9)~~

~~Section 154(1)~~

~~Section 254(2)~~

Kuwait Finance House (Malaysia) Berhad

NOTICE OF RESOLUTION

To the Registrar of Companies,

At a General Meeting of the members of Kuwait Finance House (Malaysia) Berhad duly convened and held at Level 18, Tower 2, Etiqa Twins, 11 Jalan Pinang, 50450 Kuala Lumpur, Wilayah Persekutuan, Malaysia on the 29.12.2009, the ordinary resolution set out below was duly passed.

AMENDMENT TO MEMORANDUM OF ASSOCIATION

RESOLVED THAT clause 6 of the Memorandum of Association of the Company be amended by deleting the existing clause 6 in its entirety and replaced with the following:

“The authorized capital of the Company is RM3,000,000,000 divided into 3,000,000,000 Ordinary Shares of RM1.00 each”



Company Secretary
Mek Yam @ Mariam Hassan
MAICSA 7030578

Dated: 29.12.2009

Lodged by : Kuwait Finance House (Malaysia) Berhad (672174-T)
Address : Level 18, Tower 2, Etiqa Twins, 11 Jalan Pinang
50450 Kuala Lumpur Wilayah Persekutuan
Malaysia
Tel No. : 03 20557709
Fax No. : 03 20557783

Company No.

672174

T

FORM 11

Companies Act, 1965

Section 21(2)

Section 26(1),*(2)

Section 28(9)

Section 154(1)

Section 254(2)

Kuwait Finance House (Malaysia) Berhad

NOTICE OF RESOLUTION

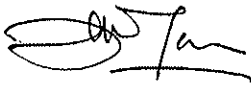
To the Registrar of Companies,

At a General Meeting of the members of Kuwait Finance House (Malaysia) Berhad duly convened and held at Level 18, Tower 2, Etiqa Twins, 11 Jalan Pinang, 50450 Kuala Lumpur, Wilayah Persekutuan, Malaysia on the 24.06.2008, the ordinary resolution set out below was duly passed.

AMENDMENT TO MEMORANDUM OF ASSOCIATION

RESOLVED THAT clause 6 of the Memorandum of Association of the Company be amended by deleting the existing clause 6 in its entirety and replaced with the following:

“The authorized capital of the Company is RM2,000,000,000 divided into 2,000,000,000 Ordinary Shares of RM1.00 each”



Secretary

Mek Yam @ Mariam Hassan

MAICSA 7030578

Dated: 07.07.2008

Lodged by : Kuwait Finance House (Malaysia) Berhad (672174-T)
Address : Level 18, Tower 2, Etiqa Twins, 11 Jalan Pinang
50450 Kuala Lumpur Wilayah Persekutuan
Malaysia
Tel No. : 03 20557709
Fax No. : 03 20557783

FORM 11

Companies Act, 1965

* Section 21(2)

* ~~Section 26(1),*(2)~~

* ~~Section 28(9)~~

* ~~Section 154(1)~~

* ~~Section 254 (2)~~

Company No.

672174-T

NOTICE OF RESOLUTION

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD (NAMA SYARIKAT)

To the Registrar of Companies,

At a general meeting of the members of KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD (Nama syarikat) duly convened and held at Level 18, Tower 2, MNI Twins, 11, Jalan Pinang, 50450 Kuala Lumpur on the 7th day of March, 2006 the ~~†special/ †ordinary~~ resolution set out ~~†below/† in the Annexure marked with the letter "A" and signed by me for purpose of identification =/~~ was ~~†~~ duly passed/~~†~~ agreed to.

To delete Clause 6 of the Memorandum of Association totally and to replace with the following amendments:-

- "6) (i) The authorised capital of the Company is RM800,000,000.00 divided into 800,000,000 ordinary shares of RM1.00 each.
- (ii) The paid-up capital of the Company is RM380,000,002.00 divided into 380,000,002 ordinary shares of RM1.00 each.
- (iii) The entire paid-up capital of the Company of 380,000,002 ordinary shares of RM1.00 each is owned and held by Kuwait Finance House, Kuwait."

Dated this 7th day of March, 2006

Lodged by :

**KUWAIT FINANCE HOUSE (MALAYSIA)
BERHAD**

Level 18, Tower 2, MNI Twins, 11 Jalan Pinang
50450 Kuala Lumpur, Tel no : 03-20557777


.....
**KHAWAJA MOHAMMAD
SALMAN YOUNIS**
Director

* Strike out whichever references to Sections are inapplicable

† Strike out whichever is inapplicable

= Where the copy of the resolution is annexed, the annexure is to be endorsed as follows:

"This is the annexure marked "A" referred to in the notice of resolution signed by me on the _____ day of _____, 20 ____."

FORM 11

Companies Act, 1965

~~* Section 21 (2)~~

~~* Section 26(1),*(2)~~

~~* Section 28 (9)~~

* Section 154 (1)

~~* Section 254 (2)~~

Company No.

672174-T

NOTICE OF RESOLUTION

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD (NAMA SYARIKAT)

To the Registrar of Companies,

At a general meeting of the members of **KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD** (Nama Syarikat) duly convened and held at Level 18, Tower 2, MNI Twins, 11, Jalan Pinang, 50450 Kuala Lumpur on the 5 day of October, 2005, the † special/~~†~~ ~~ordinary~~-resolution set out † below/† in the annexure marked with the letter "A" and signed by me for purpose of identification =/ was † duly passed/~~†~~ ~~agreed to~~.

AMENDMENTS TO ARTICLES OF ASSOCIATION

It was resolved that the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as contained in Appendix I, be and are hereby approved.

Dated this 5 day of October, 2005

Lodged By :

Heng & Monteiro Consultants Sdn. Bhd.
No. 22-2, Jalan Tun Sambanthan 3,
50470 Kuala Lumpur
Tel : 03-22748988


.....
KHAWAJA MOHAMMAD
SALMAN YOUNIS
Director

* Strike out whichever references to Sections are inapplicable.

† Strike out whichever is inapplicable.

= Where the copy of the resolution is annexed, the annexure is to be endorsed as follows:

" This is the annexure marked "A" referred to in the notice of resolution signed by me on the day of 20 ."

AMENDMENTS TO ARTICLES OF ASSOCIATION OF KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
2	The Directors for the time being of the Company.	The Directors for the time being of the Company.	To correct typographical error.
	The registered office for the time being of the Company.	The registered office for the time being of the Company.	To correct typographical error.
	The Common Seal of the Company.	The Common Seal of the Company.	To correct typographical error.
	Any person appointed to perform the duties of the Secretary of the Company.	Any person appointed to perform the duties of the Secretary of the Company.	To correct typographical error.
	Words importing the masculine gender include the feminine and neuter gender and vice versa; and	Words importing the masculine gender include the feminine and neuter gender and vice versa.	To correct typographical error.
3	The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the issue of shares shall be under the control of the Directors, who may allot and issue the same to such person on such terms and conditions and at such times as the Directors think fit but so that no shares shall be issued at a discount except in accordance with section 69 of the Act, and so that no shares shall be issued to enable the person to whom they are issued to acquire a majority controlling interest in the Company except with the approval of the Company in General Meeting.	The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the issue of shares shall be under the control of the Directors, who may allot and issue the same to such person on such terms and conditions and at such times as the Directors think fit but so that no shares shall be issued at a discount except in accordance with section 59 of the Act, and so that no shares shall be issued to enable the person to whom they are issued to acquire a majority controlling interest in the Company except with the approval of the Company in General Meeting.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
7	If a share certificate to be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee not exceeding one ringgit and on such term, if any, as to evidence and indemnity and, the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit and, in the case of defacement or wearing out, on delivery up of the old certificate.	If a share certificate shall be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee not exceeding one ringgit and on such term, if any, as to evidence and indemnity and, the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit and, in the case of defacement or wearing out, on delivery up of the old certificate.	To correct grammatical error.
13	The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the installments (if any) and at the times and places appointed by the Directors.	The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.	To correct typographical error.
15	The joint holders of a share shall be jointly and severally liable to pay all calls and installments in respect thereof.	The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.	To correct typographical error.
16	If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay compensation charges on the amount of the call or installment at such rate as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such compensation charges wholly or in part.	If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay compensation charges on the amount of the call or instalment at such rate as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such compensation charges wholly or in part.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
19	The Directors may, from time to time, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such compensation charges as may be agreed between them and such member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.	The Directors may, from time to time, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such compensation charges as may be agreed between them and such member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.	To correct typographical error.
24A(1)	Subject to the <i>Bankruptcy Act 1967</i> , a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such information being produced as is properly required by the directors, elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share.	Subject to the <i>Bankruptcy Act 1967</i> , a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such information being produced as is properly required by the Directors , elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
27	If any member fails to pay the whole or any part of any call or installment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or installment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or installment or such part thereof as remains unpaid, together with compensation charges at such rate as the Directors shall determined, and any expenses they may have accrued by reason of such non-payment.	If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with compensation charges at such rate as the Directors shall determined, and any expenses they may have accrued by reason of such non-payment.	To correct typographical error.
28	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or installment, or such part as aforesaid, and all compensation charges and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment , or such part as aforesaid, and all compensation charges and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.	To correct typographical error.
33	As shareholder whose shares have been forfeited shall notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and compensation charges thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims and demands which the company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.	A shareholder whose shares have been forfeited shall notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and compensation charges thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims and demands which the company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
34	The forfeiture of a share shall involve the extinction a the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.	The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members.	To correct typographical error.
37	(a) Consolidated and divide all or any of its share capital into shares of larger amount than its existing shares; or	(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or	
40	A General Meeting shall be held in accordance with the provisions of the Act, at such time and place as may be determined by the Directors once in every calendar year, within three months from the end of the fiscal year of the Company, but no more than fifteen months shall be allowed to elapse between any two such General Meetings. The Directors may also call for a General Meeting whenever it deems necessary, and also whenever is requested to do so by a number of shareholders owning not less than one tenth of the capital.	A General Meeting shall be held in accordance with the provisions of the Act, at such time and place as may be determined by the Directors once in every calendar year, within three months from the end of the fiscal year of the Company, but no more than fifteen months shall be allowed to elapse between any two such General Meetings. The Directors may also call for a General Meeting whenever it deems necessary, and also whenever is requested to do so by a number of shareholders owning not less than one tenth of the capital.	To correct typographical error.
42	The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitions in accordance with the Act that is upon a written request from member(s) holding not less than one-tenth of the Company's issued share capital.	The Directors may convene an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions in accordance with the Act that is upon a written request from member(s) holding not less than one-tenth of the Company's issued share capital.	For clarification purposes.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
43	Every holder of any ordinary share or shares in respect of which calls due to the Company have been paid and shall be entitled to receive notice of a General Meeting and to be present and to vote thereat in respect of such fully paid ordinary share or shares. Subject to the provisions of the Act relating to the convening of meetings to pass Special Resolutions, fourteen days' notice of the least, specifying the place, the day and the hour of meeting, and in the case of special business the effect of any proposed resolution in respect of such special business, shall be given in manner hereinafter mentioned to every such person. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.	Every holder of any ordinary share or shares in respect of which calls due to the Company have been paid shall be entitled to receive notice of a General Meeting and to be present and to vote thereat in respect of such fully paid ordinary share or shares. Subject to the provisions of the Act relating to the convening of meetings to pass Special Resolutions, fourteen days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the effect of any proposed resolution in respect of such special business, shall be given in manner hereinafter mentioned to every such person. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.	To correct typographical error. To correct grammatical error.
43A	The Directors shall submit to the General Meeting a full report on the operations of the Company and its financial and economic position, including the Balance Sheet, Profit and Loss Account, directors' remunerations, the auditors' fees and a proposal for the distribution of dividends.	The Directors shall submit at the General Meeting a full report on the operations of the Company and its financial and economic position, including the Balance Sheet, Profit and Loss Account, directors' remunerations, the auditors' fees and a proposal for the distribution of dividends.	To correct typographical error.
45	All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all that is transacted at an Ordinary Meeting, with the exception of declaring dividend, the consideration of the account, balance sheets, and the reports of the Directors and Auditors, and any other and the reports of the Directors and Auditors, and another document annexed to the balance sheets, the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.	All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Ordinary Meeting, with the exception of declaring dividend, the consideration of the account, balance sheets, and the reports of the Directors and Auditors, and any other and the reports of the Directors and Auditors, and another document annexed to the balance sheets, the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.	For clarification purposes.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
48	The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present or if all the Directors present decline to take the Chair, they shall choose one of the members present to be Chairman of the meeting.	The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding the same, or shall be unwilling to act as Chairman, the members present shall choose a Director, or if no Director be present or if all the Directors present decline to take the Chair, they shall choose one of the members present to be Chairman of the meeting.	To correct grammatical error.
51	A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place, and in such manner, as the Chairman directs, and the result of the poll shall be deemed to the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.	A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place, and in such manner, as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.	To correct grammatical error.
57	No member shall be entitled to vote at any General Meeting in respect of any share upon which calls or installments are due and unpaid.	No member shall be entitled to vote at any General Meeting in respect of any share upon which calls or instalments are due and unpaid.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
64	<p>Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company (and any remuneration so paid to him shall be deducted from the remuneration, if any, which would otherwise have been payable to the Director appointing him), but shall be entitled to receive notices of and attend all meetings of the Directors; and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board provided that before doing so the Board shall have served a reasonable notice on his appointor, and he shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Directors making the same and left at the Office. The nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed in writing under the hand of the nominating Director not later than the date of the next Directors' Meeting or one month whichever is later, and during such interval any such act of the alternate Director shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.</p>	<p>Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the Directors for the time being) to be his alternate, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company (and any remuneration so paid to him shall be deducted from the remuneration, if any, which would otherwise have been payable to the Director appointing him), but shall be entitled to receive notices of and attend all meetings of the Directors; and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board provided that before doing so the Board shall have served a reasonable notice on his appointor, and he shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. The nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed in writing under the hand of the nominating Director not later than the date of the next Directors' Meeting or one month whichever is later, and during such interval any such act of the alternate Director shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.</p>	<p>For clarification purposes.</p> <p>To correct typographical error.</p>

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
65(2)	Executive Director shall receive such remuneration by way of salary as the Directors may determine and such salary not include in commission on or percentage of turnover.	Executive Director shall receive such remuneration by way of salary as the Directors may determine and such salary shall not include a commission on or percentage of turnover.	To correct grammatical error.
66A	<p>A Director of the Company may not be a director of any similar or competitor company, nor may he be a merchant engaged in business similar to or competition with that of the Company, or have any direct or indirect interest in contracts or transactions concluded with the Company, or for its own account, or have an interest conflicting with the Company's unless he is given special authorization at a General Meeting, and under the same conditions as the Company may apply to deal with third party.</p> <p>Neither the Chairman nor any member of the Board of Directors may use any information acquired by virtue of his position, for his own benefit of others, nor may he sell or buy the Company shares during the term of his service as a Director, unless approved at a General Meeting.</p>	<p>A Director of the Company may not be a director of any similar or competitor company, nor may he be a merchant engaged in business similar to or competition with that of the Company, or have any direct or indirect interest in contracts or transactions concluded with the Company, or for its own account, or have an interest conflicting with the Company's unless he is given special authorization at a General Meeting, and under the same conditions as the Company may apply to deal with third party.</p> <p>Neither the Chairman nor any member of the Board of Directors may use any information acquired by virtue of his position, for his own benefit or others, nor may he sell or buy the Company shares during the term of his service as a Director, unless approved at a General Meeting.</p>	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
67B	<p>The Directors shall have the power to purchase and sell movables and real estates and to dispose the Company's assets in whole or in part by sale or through indemnity contract, against such price as it may deem profitable, or in exchange for shares, stocks or other financial papers issued by any other company. The Directors shall also have power to borrow or acquire money in such manner as it may deem suitable, and to conclude lease or rent agreements or any and all transactions it deems suitable and within the Company's objectives. The Directors may further sell or mortgage the Company's real estate and provide guarantees and grant loans guaranteed by the company real estate provided that all this shall be effected on non-usurious basis. Moreover, the Directors may give permission for filling law-suits or defending the interests of the Company before courts, whether the Company is a plaintiff or a defendant. It may also endorse reconciliation and arbitration, quash entries, waive rights , with or without recompense, and decide how the company's assets including reserves should be used. In general, the Directors shall manage the Company in the most appropriate way. The powers referred to above shall be subject to the provisions under the Act.</p>	<p>The Directors shall have the power to purchase and sell movables and real estates and to dispose the Company's assets in whole or in part by sale or through indemnity contract, against such price as it may deem profitable, or in exchange for shares, stocks or other financial papers issued by any other company. The Directors shall also have power to borrow or acquire money in such manner as it may deem suitable, and to conclude lease or rent agreements or any and all transactions it deems suitable and within the Company's objectives. The Directors may further sell or mortgage the Company's real estate and provide guarantees and grant loans guaranteed by the company real estate provided that all this shall be effected on non-usurious basis. Moreover, the Directors may give permission for filing law-suits or defending the interests of the Company before courts, whether the Company is a plaintiff or a defendant. It may also endorse reconciliation and arbitration, quash entries, waive rights , with or without recompense, and decide how the company's assets including reserves should be used. In general, the Directors shall manage the Company in the most appropriate way. The powers referred to above shall be subject to the provisions under the Act.</p>	<p>To correct typographical error.</p>

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
68(1)	The Directors may from time to time and at anytime appoint one or more of their body to be Executive or Managing Directors as they may think fit and, subject to such terms and conditions regarding the appointment in any particular case, may revoke such appointment. A Director so appointed shall, while holding the office, be subject to retirement by rotation and be shall taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but his appointment shall be automatically determined if he cease from any cause to be a Director.	The Directors may from time to time and at anytime appoint one or more of their body to be Executive or Managing Directors as they may think fit and, subject to such terms and conditions regarding the appointment in any particular case, may revoke such appointment. A Director so appointed shall, while holding the office, be subject to retirement by rotation and shall be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but his appointment shall be automatically determined if he cease from any cause to be a Director.	To correct typographical error.
73	The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendance thereat, and all business transacted at such meetings, and any dissenting member may request that his opinion be recorded therein, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be prima facie evidence of the facts therein stated.	The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendance thereat, and all business transacted at such meetings, and any dissenting member may request that his opinion be recorded therein, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be prima facie evidence of the facts therein stated.	To correct typographical error.
74 (Margin)	Director may contract with company on hold office of profit or act professionally.	Director may contract with company or hold other office or place of profit or act professionally.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
74(3)	A Directory may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional service as if he were not a Director.	A Director may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional service as if he were not a Director.	To correct typographical error.
78	Any casual vacancy occurring the Board of Directors may be filled up by the Directors. Any person so appointed shall hold office only until the next following Ordinary Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.	Any casual vacancy occurring in the Board of Directors may be filled up by the Directors. Any person so appointed shall hold office only until the next following Ordinary Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.	To correct grammatical error.
80	The Chairman or at least 3 Directors may, and the Secretary on the requisition of the Chairman or such Directors shall, at any time summon a meeting of the Directors, which shall be held at least once every three months.	The Chairman or at least 3 Directors may, and the Secretary on the requisition of the Chairman or such Directors shall, at any time summon a meeting of the Directors, which shall be held at least four (4) times a year .	To clarify the number of Board meetings required to be held in every year.
81	The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business shall consist of one director and the Chairman, or in the Chairman's absence, the Deputy Chairman.. Questions arising at any meeting shall be decided by a majority of votes of those presents. In case of an equality of votes the Chairman shall have a second or casting vote.	The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business shall consist of one director and the Chairman, or in the Chairman's absence, the Deputy Chairman. Questions arising at any meeting shall be decided by a majority of votes of those presents. In case of an equality of votes the Chairman shall have a second or casting vote.	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
84	All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered 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, be as valid as if every such person had been duly appointed and was qualified to be a Director.	All acts done bona fide by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered 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, be as valid as if every such person had been duly appointed and was qualified to be a Director.	To correct grammatical error.
85	A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.	A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Each resolution may consist of several documents in like form, each signed by one or more Directors.	To confirm that directors' circular resolutions may be signed in counterpart.
87	The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directory may appoint for the purpose and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence, and in favour of any person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly fixed. The Company may exercise the powers conferred by Section 35(8) of the Act with regard to having an official seal for use abroad, and such powers shall be exercised by the Directors.	The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and the Secretary or such other person as the Director may appoint for the purpose and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence, and in favour of any person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly fixed. The Company may exercise the powers conferred by Section 35(8) of the Act with regard to having an official seal for use abroad, and such powers shall be exercised by the Directors.	

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
92	<p>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 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 an 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 regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.</p>	<p>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 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 regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.</p>	To correct typographical error.

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
92A	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 paid up 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 shares or debentures to which they may be entitled upon 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 profit 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 no all such members.	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 paid up 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 shares or debentures to which they may be entitled upon 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 profit 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 no all such members.	To correct typographical error.
95B	The fiscal year of the Company shall commence on the 1 st of January and end on the 31 st of December, with the exception of the first cal year which shall commence on the date of the incorporation of the Company and end on the 31 st December of the following year.	The fiscal year of the Company shall commence on the 1 st of January and end on the 31 st of December, with the exception of the first calendar year which shall commence on the date of the incorporation of the Company and end on the 31 st December of the following year.	To correct typographical error.


Company No.

672174 - T

APPENDIX 1

ARTICLE NO.	ARTICLES OF ASSOCIATION BEFORE AMENDMENT	ARTICLES OF ASSOCIATION AFTER AMENDMENT	RATIONALE
97	All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.	All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to such person who is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.	To correct grammatical error.

"This is the annexure marked "Appendix 1" referred to in the special resolution (Form 11)/Form 52 and signed by me on 5 day of October 2005"

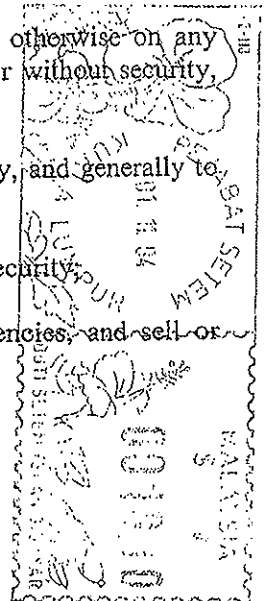

.....
KHAWAJA MOHAMMAD
SALMAN YOUNIS
(Director)

Lodged by :
Heng & Monteiro Consultants Sdn Bhd
No. 22-2, Jalan Tun Sambanthan 3
50470 Kuala Lumpur
Tel No. 03-22748988

THE COMPANIES ACT 1965
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD

- 1) The name of the Company is "Kuwait Finance House (Malaysia) Berhad".
- 2) The registered office of the Company will be situated in Malaysia.
- 3) All businesses of the Company will be transacted in accordance with Syariah principles, rules and practices.
- 4) The objects for which the Company is established are:
 - (1) To establish and carry on the business of an Islamic Bank, whereof the head office or place of business shall be in Malaysia with such branches or agencies in any part of the world as may from time to time be determined and to carry on Islamic banking and financing business or such other business, transactions and activities which do not contravene or in conflict with Syariah principles in all its branches and departments and to transact and do all matters and things incidental thereto, or which may at any time hereafter at any place where the Company shall carry on business as usual in connection with the Islamic banking business.
 - (2) To conduct all banking operations and services for its own account, or for the account of a third party, without practicing usury whether in the form of interest or in any other form, as well as other operations permissible by law, and on condition that such operations do not conflict with Syariah principles, including:-
 - (a) To receive various types of cash deposits, either for safe-custody or for conditional or unconditional re-investment;
 - (b) To provide short-term financing against collateral in the form of commercial papers and at an agreed commercial yield;
 - (c) To open current accounts or obtain investment deposits or otherwise on any terms, to issue sukuks and to raise or take up money, with or without security, and to employ and use the same;
 - (d) To finance commodities or property, with or without security, and generally to make or negotiate financing facilities of every kind;
 - (e) To issue guarantees in favour of third party, with or without security;
 - (f) To purchase and sell gold bullion, supplying foreign currencies, and sell or purchase drafts of such currencies;



- (g) To receive on deposit or for safe custody or otherwise cash, securities, documents and valuables of every description;
 - (h) To purchase shares, certificates of investment and similar financial papers, either for the account of the Company or for the account of others provided that do not conflict with the Syariah principles;
 - (i) To safe-keep all kinds of currencies, precious metals, jewelry, documents, packages and parcels, and rent safes for private use;
 - (j) To act as trustee and agent, accept agencies and appoint agents with or without commission;
 - (k) To collect, hold and transmit money and securities and to act as agents for the receipt or payment of money or for the receipt or delivery of securities and documents, and to provide clearing and money transmission services of every kind;
 - (l) To receive subscription related to the establishment of new shareholding companies or capital increases in the form of direct investment or private equity;
 - (m) To collect the value of drafts promissory notes, cheques, bills of lading and all other instruments against the commission for the account of permanent customers and others;
 - (n) To open letter of credit and provide banking facilities, with or without security; and
 - (o) To carry out all banking operations and services as well as other operations permissible by law, regulations and statutes observed by Islamic Banks or finance house, on condition that such operations shall not conflict with Syariah principles.
- (1) To carry out investment activities directly, or purchase or finance projects or activities owned by others, provided that the same does not conflict with Syariah principles including:-
- a) Establishing new companies, or participating in or providing financing to companies in existence.
 - b) Providing individuals, organizations and governments with studies, expertise, researches and advice on capital placements and providing all services concerning such operations.
 - c) Purchasing lands and other real estate either for the purpose of selling them in their original condition or after partition, or for renting them as an open land or including installations, buildings and equipment added thereto.
 - d) Opening documentary credits, and providing all banking facilities against participation in commercial yields with or without personal security.

- e) Engaging in various activities related to overland transport and marine and air navigation, or financing such activities for fleet construction or operation.
- f) Engaging in all kinds of activities related to import and export of crops and various commodities.
- g) Financing trade in commodities and movables intended to be offered for sale or rent.
- h) Storing all kinds of commodities and crops by traditional methods or in cold storage or in warehouses and in other modern means.
- i) Establishing mutual or co-operative associations subject to Islamic Syariah provisions to insure the Company's own funds, cash deposits, and all other fixed and movable assets, as well as mutual insurance organizations for the benefit of other parties.
- j) Investing funds in construction activities and related engineering industries as well as in electrical, mechanical, electronic and related activities.
- k) Investing funds in activities related to metal and oil extraction, quarries, fertilizer fields and other natural resources.
- l) Investing funds in all agricultural enterprises related to natural crops, fruits and forests, or to animal husbandry or dairy or wool projects.
- m) Investing fund for the construction, expansion and re-planning of towns and related infrastructure of in-towns transportation and housing.
- n) Investing funds in fisheries, sponge-dredging, pearling and other marine or riverine resources.
- o) Investing funds in building ships, tankers and boats of all kinds and sizes, and for construction of dry-docks, floating docks and in ships maintenance and repairs.
- p) Investing funds in digging, widening, cleaning, dredging and maintaining canals;
- q) Investing funds in media projects, such as newspapers, magazines, radio, television and other multimedia medium, and in projects for verification, publication and dissemination of human heritage, as well as in activities related to archeological excavations and exhibits; and
- r) Investment financing in enterprises carrying on any types of activities.
- s) Carrying on or be interested in all kinds of takaful business, hire purchase business, investment banking, offshore banking or other undertakings or operations commonly carried on or undertaken by bankers, capital provider, promoters, financiers or concessionaires, and any other business of any kind whatsoever which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly

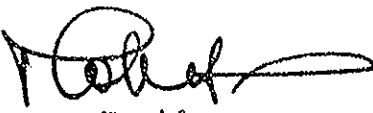

or indirectly to enhance the value of or facilitate the realization of, the development of, or render profitable, any of the Company's property or rights and to manage real and personal properties and investments either for the Company or for others.

- t) Carrying out all such activities as may assist the Company to realize the banking and investment objectives whether directly or through co-operation with other organizations, companies and governments provided it does not conflict with Syariah principles.

AND IT IS HEREBY DECLARED that the word "company" in this clause when not applied to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere, and the intention is that the objects specified in each sub-clause shall (except where otherwise expressed in such paragraphs) be an independent object, and in no ways limited or restricted by reference to or inferred from the terms or any other sub-clauses or the name of the Company; and the Company shall have full power to exercises all or any of the objects conferred by this Memorandum of Association in any part of the world PROVIDED ALWAYS that nothing in this Memorandum contained shall empower the Company to carry on the business of life insurance or to reinsure any risks under the class of assurance business to which any ordinance relating thereto applies.

- 5) The liability of the member is limited.
- 6) The authorised capital of the Company is RM3,000,000,000 divided into 3,000,000,000 Ordinary Shares of RM1.00 each.
- 7) The Company has power to increase its capital by the issue of new shares of such amount as it thinks expedient and to divide the shares in the original or any additional capital for the time being into several classes and to reduce capital, and to consolidate and divide its capital into shares of larger or lesser amount than its existing shares and to convert paid up capital into stock and re-convert the same into shares.
- 8) For the purposes of this Memorandum:-
 - (1) "Islamic Bank" means any company which carries on Islamic Banking and financing business and holds a valid licence; and all the offices and branches of Malaysia of such a bank shall be deemed to be one bank;
 - (2) "Islamic banking business" means banking and financing business whose aims and operations do not involve any element which is not approved by the religion of Islam.

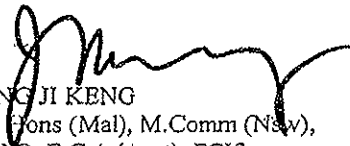
We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, address and occupations of Subscribers	Number of Shares taken by each Subscriber
<p>Mohamed Ismail Bin Mohamed Shariff I/C No. 441014-71-5087 No. 59, Jalan Setiamurni 6 Bukit Damansara 50490 Kuala Lumpur</p> <p>Advocate & Solicitor</p> <p>Aini Harinawati Binti Abu Hashim I/C No. 640227-06-5112 No. 12, Jalan Joran Empat 19/24D Seksyen 19, 40300 Shah Alam Selangor Darul Ehsan</p> <p>Company Director</p>	 "ONE" (1)  "ONE" (1)
TOTAL NUMBER OF SHARES TO BE TAKEN	"TWO" (2)

Dated this 29 October 2004

Witness to the above signatures :-

Lodged By :
Heng & Monteiro Consultants Sdn. Bhd.
22-2, Jalan Tun Sambanthan 3
50470 Kuala Lumpur
Tel : 03-22748980/88


HENG JI KENG
Bec Hons (Mal), M.Comm (New),
PA(M), F.C.A.(Aust), FCIS
APPROVED COMPANY AUDITORS
No. 22-1, Jalan Tun Sambanthan 3,
P.O. Box 10075, 50470 Kuala Lumpur.

THE COMPANIES ACT, 1965

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

KUWAIT FINANCE HOUSE (MALAYSIA) BERHAD

TABLE A

1. The regulations in Table "A" in the Fourth Schedule to the Companies Act 1965, shall not apply to the Company, except so far as the same are repeated or contained in these Articles. Table "A" excluded

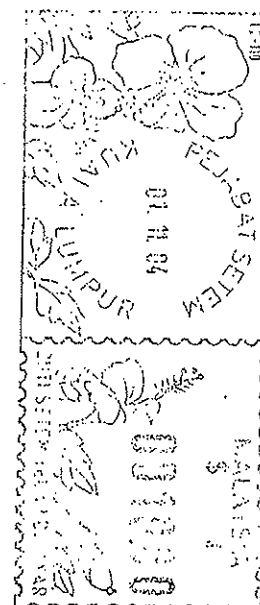
INTERPRETATION

2. 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: Interpretation clause

WORDS

MEANINGS

The Act	- the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force.
These Articles	- these Articles of Association as originally framed or as altered from time to time by Special Resolution.
Company	- Kuwait Finance House (Malaysia) Berhad
Directors	- The Directors for the time being of the Company.
Member	- any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members.



Office	- The registered office for the time being of the Company.
Seal	- The Common Seal of the Company.
Secretary	- Any person appointed to perform the duties of the Secretary of the Company.
Special Resolution	- the meaning assigned thereto by the Act.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic and any other mode or modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender include the feminine and neuter gender and vice versa; and

Words importing persons shall include corporations and companies.

Subject as aforesaid, any words or expressions in the Act shall, except where the subject or context forbids, bear the same meanings as in these Articles.

Expressions in the Act defined to bear same meaning in Articles

SHARES

3. The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the issue of shares shall be under the control of the Directors, who may allot and issue the same to such person on such terms and conditions and at such times as the Directors think fit but so that no shares shall be issued at a discount except in accordance with section 69 of the Act, and so that no shares shall be issued to enable the person to whom they are issued to acquire a majority controlling interest in the Company except with the approval of the Company in General Meeting.

Shares

SYARIAH ADVISORY BODY

- 3A. The Board of Directors shall establish a Syariah Advisory Body in accordance with the relevant written law and/ or guidelines whose members shall be made up of qualified persons as may be approved by the Central Bank to advise the Company on the operations of its banking business in order to ensure that they do not involve any element which is contrary to the

Syariah Advisory Body

Religion of Islam/ Islamic law.

4. No Director shall participate in any issue of shares which is restricted to the employees of the Company unless he holds office in an executive capacity and unless the Company in General Meeting shall first have approved of the specific allotment to be made to him. Issue to employees.

5. The Company may pay commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage, 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 paid shares or partly in one way and partly in the other. Commission on subscription

6. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other rights in respect of any share other than an absolutely right to the entity thereof in the registered holder, except only as by these Articles otherwise provided for or as by the Act required or pursuant to any order of Court. No trust recognised.

- 6A. A person whose name is entered as a member in the register of members is entitled without payment to receive a certificate in respect of the share 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 is not bound to issue more than one certificate. Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders. Share Certificates.

7. If a share certificate to be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee not exceeding one ringgit and on such term, if any, as to evidence and indemnity and, the payment of out-of-pocket expenses of the Company of investigating evidence, as the Directors think fit and, in the case of defacement or wearing out, on delivery up of the old certificate. Renewal of certificates.

LIEN

8. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (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 for any monies, which the Company may be called upon by law to pay in respect of the member or deceased member whether the shares be held solely or jointly with others; but the Directors may at any time declare any share to be Company to have lien on shares and dividends.

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.

9. The Directors may sell any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the monies in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfillment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfillment or discharge shall have been made by him or them for fourteen days after such notice.
- Lien may be enforced by sale of shares.
10. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser 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, and the remedy of the former holder of such shares, or any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only. A Statutory Declaration in writing that the declarant is a Director or Secretary of the Company, and that a share in the Company has been duly sold on the date dated in the Declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- Directors may authorise transfer and enter purchaser's name in register.
11. The nett proceeds of any such sale shall be applied first, in the payment of all costs of such sale, next in or towards satisfaction of the amount due to or of the liability or engagement whether solely or jointly as the case may be, to the Company, and the balance (if any) shall be paid to the member whose shares have been sold or his executors, administrators or assigns or as he directs.
- Application of proceeds of sale.
12. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he has 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 compensation charges and expenses (if any).
- Member not entitled to privileges of membership until all calls on shares paid.

CALLS ON SHARES

13. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the installments (if any) and at the times and places appointed by the Directors.
- Directors may make calls.

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| 14. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. | When call deemed to have been made. |
| 15. | The joint holders of a share shall be jointly and severally liable to pay all calls and installments in respect thereof. | Liability of joint holders. |
| 16. | If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay compensation charges on the amount of the call or installment at such rate as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such compensation charges wholly or in part. | Compensation charges on unpaid calls. |
| 17. | Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purpose of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of compensation charges and expenses, forfeiture and the like, and all the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided. | Sums payable on allotment deemed to be a call. |
| 18. | The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. | Difference in calls. |
| 19. | The Directors may, from time to time, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such compensation charges as may be agreed between them and such member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable. | Calls may be paid in advance. |

TRANSFER OF SHARES

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| 20. | Subject to the restrictions of these Articles any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may from time to time approve. | Shares to be transferable. |
| 21. | The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the 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 of members in respect thereof. | Transfers to be executed by both parties. |

22. The Directors may decline to register the transfer of a share (not being a 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. 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 in accordance with the Act. Directors may refuse to register.
23. The Company shall be entitled to charge a fee not exceeding one ringgit (RM1/-) on the registration of every transfer. Transfer fee.
24. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than 30 days in any year. Registration of transfer may be suspended.

TRANSMISSION OF SHARES

- 24A. (1) Subject to the *Bankruptcy Act 1967*, a person becoming entitled of a share in consequence of the death or bankruptcy of a member may, upon such information being produced as is properly required by the directors, elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share. On bankruptcy of member.
- (2) If the person 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.
- (3) If he elects to have another person registered, he shall execute a transfer of share to that other person.
- (4) All the limitations, restrictions and provisions of these rights relating to the right to transfer, and the registration of transfer of, shares are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
25. In the case of the death of a member the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. On death of member, survivor or executor only recognized.
26. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other monies payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a member unless and until he shall become a member in respect of the shares. Persons entitled may receive dividends without being registered as a member, but may not vote.

FORFEITURE OF SHARES

27. If any member fails to pay the whole or any part of any call or installment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or installment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or installment or such part thereof as remains unpaid, together with compensation charges at such rate as the Directors shall determined, and any expenses they may have accrued by reason of such non-payment.
28. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or installment, or such part as aforesaid, and all compensation charges and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.
30. When any shares has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the shares by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Articles are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
31. Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and compensation charges due thereon and all expenses incurred in respect of the shares and upon such further terms (if any) as they shall see it.
32. Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorize some person to transfer the same to such other person as aforesaid.
- Directors may require payment of call with compensation charges and expenses.
- Notice requiring payment to contain particulars.
- On non-compliance with notice shares forfeited on resolution of Directors.
- Notice of forfeiture to be give and entered in register of members.
- Directors may annul forfeiture upon terms.
- Directors may dispose of forfeited shares.

33. As shareholder whose shares have been forfeited shall notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and compensation charges thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims and demands which the company might have enforced in respect of the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. Former holder forfeited shares liable for call made before forfeiture.
34. The forfeiture of a share shall involve the extinction a the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past members. Consequences of forfeiture.
35. A Statutory Declaration in writing that the declarant is a director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, 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 act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share. Title to forfeited share.

ALTERATION ON CAPITAL

36. (1) The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe. Company may increase its capital
- (2) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the new shares may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regards to dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution determine.
- (3) The Company shall not issue any Preference Shares.

37. The Company may by Ordinary Resolution:
- (a) Consolidated and divide all or any of its share capital into shares of larger amount than its existing shares; or
 - (b) Sub-divide its existing shares, or any of them into shares of smaller amount that is fixed by the Memorandum of Association subject, nevertheless, to the provisions of the Act, and so that as between the resulting shares, one or more of such shares may by the resolution by which sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such share; or
 - (c) Cancel any shares not taken or agreed to be taken by any person.
38. The Company may by Special Resolution reduce its share capital and any capital redemption reserve fund in any manner authorized and subject to any conditions prescribed by the Act.

Company may alter its capital

Company may reduce its capital

MODIFICATION OF CLASS RIGHTS

39. If at any time the capital of the Company is divided into different classes, such capital shall not be repaid and none of the rights and privileges attaching to such shares shall be modified, abrogated and dealt with unless agreed to by the holders of three-fourths of the shares affected at a special meeting of such holders called for the purpose.

Rights of shareholders may be altered.

GENERAL MEETINGS

40. A General Meeting shall be held in accordance with the provisions of the Act, at such time and place as may be determined by the Directors once in every calendar year, within three months from the end of the fiscal year of the Company, but no more than fifteen months shall be allowed to elapse between any two such General Meetings. The Directors may also call for a General Meeting whenever it deems necessary, and also whenever is requested to do so by a number of shareholders owning not less than one tenth of the capital.
41. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary General Meetings.
42. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitions in accordance with the Act that is upon a written request from member(s) holding not less than one-tenth of the Company's issued share capital.
43. Every holder of any ordinary share or shares in respect of which calls due to the Company have been paid and shall be entitled to receive notice of a

General Meetings

Ordinary and Extraordinary Meetings

Extraordinary Meetings

Notice of Meeting

General Meeting and to be present and to vote thereat in respect of such fully paid ordinary share or shares. Subject to the provisions of the Act relating to the convening of meetings to pass Special Resolutions, fourteen days' notice of the least, specifying the place, the day and the hour of meeting, and in the case of special business the effect of any proposed resolution in respect of such special business, shall be given in manner hereinafter mentioned to every such person. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.

43A The Directors shall submit to the General Meeting a full report on the operations of the Company and its financial and economic position, including the Balance Sheet, Profit and Loss Account, directors' remunerations, the auditors' fees and a proposal for the distribution of dividends.

43B The General Meeting shall consider and decide on any report of the Board of Directors and review the Auditor's Report. The General Meeting shall also, amongst others, elect the Directors of the Company and determine their remunerations and appoint the auditors of the Company for the next year and fix their fees and bonuses.

44. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

Resolution signed by all members as effective as if passed at General Meeting

PROCEEDINGS AT GENERAL MEETINGS

45. All business shall be deemed special that is transacted at an Extraordinary Meeting, and also all that is transacted at an Ordinary Meeting, with the exception of declaring dividend, the consideration of the account, balance sheets, and the reports of the Directors and Auditors, and any other and the reports of the Directors and Auditors, and another document annexed to the balance sheets, the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

Special business

46. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum. For the purpose of this regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.

No business to be transacted unless quorum is present

47. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall

If no quorum meeting adjourned or dissolved

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 half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

48. The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present or if all the Directors present decline to take the Chair, they shall choose one of the members present to be Chairman of the meeting.

Chairman of Board to preside at all meetings

49. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of adjourned meeting

50. At any General Meeting a resolution put to 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:

How resolution decided

(a) by the Chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or 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 of 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 on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number of proportion of the votes recorded in favour of or against such resolution.

51. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place, and in such manner, as the

How poll to be taken

Chairman directs, and the result of the poll shall be deemed to the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.

52. In the case of an 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 be entitled to a second or casting vote. Chairman to have casting vote

VOTES OF MEMBERS

53. Subject to any rights of restrictions for the time being attached to any class or classes of shares, every member present in person or by proxy or represented by attorney shall have one vote on a show of hands and shall have one vote for each share of which he is the holder on a poll. Number of votes
54. On a poll member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. Split votes
55. In the case of joint holders the votes 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 holder; and for this purpose seniority shall be determined by the order in which the names stand in the register of members. Votes of joint holders of shares
56. A person 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, receiver, curator bonis, or other legal curator and such last mentioned persons may give their votes either personally or by proxy. Votes of lunatic member
57. No member shall be entitled to vote at any General Meeting in respect of any share upon which calls or installments are due and unpaid. Members indebted to Company in respect of shares not entitled to vote.
58. 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 under the hand of an officer or attorney of the corporation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy or an attorney need not be a member of the Company. Instrument appointing a proxy to be in writing.
59. The instrument appointing a proxy and the power of attorney or other authority, if any, under which is signed, or a notarially certified copy of that power of authority shall be deposited at the Office not less than forty-eight hours before the time 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. Instrument appointing a proxy to be left at the Office
60. An instrument appointing a proxy shall be in writing in the common form Form of proxy

or any other form approved by the Directors.

DEPOSITS

60A The Company shall receive two kinds of deposits:-

Operations of the company
deposits

- (1) Deposits not committed for investment; which shall take the form of current accounts;
- (2) Deposits committed for restricted or unrestricted investment.

60B Deposits not committed for investment may be withdrawn from the Company in whole or in part at any time.

60C. Deposits committed for investment shall be included within funds assigned for investment in projects carried out by the Company itself, or for financing third-party projects. Commitment of deposits may either be restricted to investment in any one particular project, eg. real estate, industrial, financial or any other type of Company projects, or made open and unrestricted.

The deposit agreement shall specify whether the deposit is for limited or unlimited term.

Where a deposit is intended for an unlimited term, the deposit agreement shall specify the period of notice to be served to the Company in advance of withdrawal and settlement of the deposit investment account.

Deposits made for limited periods shall, in essence, not be withdrawable before the date specified in the deposit agreement. As an exception to this rule, they may be withdrawn before such date under special circumstances upon request of the depositor, and with the approval of the Directors, provided that the depositor shall relinquish his profits either for the whole fiscal year during which withdrawal took place or for part thereof as may be decided by the Directors.

60D Profits on deposits committed for investment shall be calculated on the basis laid down by the Directors.

ROUTINE BANKING OPERATIONS

60E The Directors shall lay down special by-laws for the Company's banking services, specifying, in particular, the rates of fees and commissions which the Company shall charge for such services, provided that such rates shall not be usurious in any manner whatsoever.

Routing banking operations

FINANCING

- 60F (1) The Directors shall lay down a plan for investment of the Company's own funds as well as the funds of deposits in different economic sectors on short, medium and long terms and in such way as to achieve the Company's objectives within the framework of public interest. Operations of the company - financing
- (2) The Directors shall form any committee as it thinks fit to assist it in implementing the plan referred to in Article 60F(1) herein.
- (3) The Directors shall specify the ceiling percentage of the capital to be used for financing any new or existing project, even for one project or for all medium and long term projects.
- (4) The Directors shall decide on the percentage for the Company's participation in any new project, provided that such percentage shall be within the limit permissible by the financial position of the Company and the technical considerations required by law or practice.

DIRECTORS

61. Until otherwise determined by a General Meeting the number of Directors shall be not less than five nor more than ten. The first Directors shall be Mohamed Ismail bin Mohamed Shariff and Aini Harinawati binti Abu Hashim and shall be appointed by an instrument in writing signed by the subscribers hereto. No person other than a natural person shall be a Director of the Company. Appointment and number of Directors.
62. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. A Director so appointed shall retire from office at the next Ordinary Meeting, but shall be eligible for re-election. Power to add to Directors.
63. A Director shall not be required to hold any share qualification in the Company. Director's Qualification.
64. Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the Directors for the time being) to be an alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company (and any remuneration so paid to him shall be deducted from the remuneration, if any, which would otherwise have been payable to the Director appointing him), but shall be entitled to receive notices of and Alternate Directors.

attend all meetings of the Directors; and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. An alternate Director may be removed from office by resolution of the Board provided that before doing so the Board shall have served a reasonable notice on his appointor, and he shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Directors making the same and left at the Office. The nomination of an alternate Director shall be valid if made by cable or telegram, provided that such nomination shall be confirmed in writing under the hand of the nominating Director not later than the date of the next Directors' Meeting or one month whichever is later, and during such interval any such act of the alternate Director shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance.

65. (1) The remuneration of non-executive Directors shall be a fixed sum to be determined from time to time by the Company in General Meeting, provided that no remuneration shall be increased otherwise than in pursuance of an Ordinary resolution passed at a General Meeting of which notice specifying the intention to propose the resolution has been duly given. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.
- (2) Executive Director shall receive such remuneration by way of salary as the Directors may determine and such salary not include in commission on or percentage of turnover.

Director's Remuneration

66. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

Director may be interested in other companies

- 66A. A Director of the Company may not be a director of any similar or competitor company, nor may he be a merchant engaged in business similar to or competition with that of the Company, or have any direct or indirect interest in contracts or transactions concluded with the Company, or for its own account, or have an interest conflicting with the Company's unless he is given special authorization at a General Meeting, and under the same conditions as the Company may apply to deal with third party.

Neither the Chairman nor any member of the Board of Directors may use any information acquired by virtue of his position, for his own benefit of others, nor may he sell or buy the Company shares during the term of his service as a Director, unless approved at a General Meeting.

POWER AND DUTIES OF DIRECTORS

67. Any sale or disposal of the Company's main undertaking by the Directors shall be subject to ratification by the Company in General Meeting. Subject thereto the business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such acts as may be exercised and done by the Company, and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations or provisions as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Directors to manage
Company's business

67A The Directors may also carry out all legal procedures required for the purposes of promotion, formation, establishment and registration of the Company as they think fit, fix the general expenses of the Company's management, draw up Company by-laws and work procedures and appoint managers, supervisors, officers, deputies and assistants of all administrative levels. The Directors may further draw-up job descriptions, specify staff authorities and responsibilities, and fix their salaries and bonuses.

67B The Directors shall have the power to purchase and sell movables and real estates and to dispose the Company's assets in whole or in part by sale or through indemnity contract, against such price as it may deem profitable, or in exchange for shares, stocks or other financial papers issued by any other company. The Directors shall also have power to borrow or acquire money in such manner as it may deem suitable, and to conclude lease or rent agreements or any and all transactions it deems suitable and within the Company's objectives. The Directors may further sell or mortgage the Company's real estate and provide guarantees and grant loans guaranteed by the company real estate provided that all this shall be effected on non-usurious basis. Moreover, the Directors may give permission for filling law-suits or defending the interests of the Company before courts, whether the Company is a plaintiff or a defendant. It may also endorse reconciliation and arbitration, quash entries, waive rights, with or without recompense, and decide how the company's assets including reserves should be used. In general, the Directors shall manage the Company in the most appropriate way. The powers referred to above shall be subject to the provisions under the Act.

68. (1) The Directors may from time to time and at anytime appoint one or more of their body to be Executive or Managing Directors as they may think fit and, subject to such terms and conditions regarding the appointment in any particular case, may revoke such appointment. A Director so appointed shall, while holding the office, be subject to retirement by rotation and be shall taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but his appointment shall be automatically determined if he cease from any cause to be a Director. Managing Directors.
- (2) An Executive or Managing Director shall receive such remuneration by way of salary as the Directors may determine but such salary shall not include a commission on or percentage of turnover.
- (3) The Directors may entrust to and confer upon an Executive or Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they 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 such powers.
69. The Directors may from time to time and at any time by power of attorney appoint any company, 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 Articles) 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 conveniences of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him Attorneys
70. The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they may think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit. Director's borrowing powers.
71. The continuing Directors may act at any time notwithstanding any vacancy in their body; Provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors, or if there be only one vacancy in their body, or of summoning a General Meeting of the Company, but not for any other purpose. Vacancies in Board

72. The Directors shall duly comply with the provisions of the Act, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein, and send a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates and the particulars required by the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above. Directors to comply with Act.
73. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendance thereat, and all business transacted at such meetings, and any dissenting member may request that his opinion be recorded therein, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be prima facie evidence of the facts therein stated. Directors to cause minutes to be made.
74. (1) A Director may contract with and be interested in any contract or proposed contract or arrangement with the Company and shall not be liable to account for any profit made by him by reason of any such contract or arrangement, provided that the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required by the Act. No Director shall vote as a Director in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal material interest, although he shall be counted in the quorum present at the meeting. Director may contract with company on hold office or profit or act professionally.
- (2) A Director may hold any other office or place of profit under the Company (except that of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- (3) A Director may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional service as if he were not a Director.
- 74A. The Directors shall not be personally held liable for Company undertakings by reason of performing their duties within the limits of their competence.
- 74B. The Chairman and Directors shall account to the Company, the shareholders and third parties for any fraudulent act, misuse of authority, mis-management or violations of the law or these Articles. No vote at a General Meeting shall absolve the Directors from responsibility, or prevent the filing of a lawsuit against any or all of them for liability.

DISQUALIFICATION OF DIRECTORS

75. The office of a Director shall be vacated:-

Office of Director vacated in certain cases.

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he is prohibited from being a Director by reason of any order made under any provision of the Act.
- (c) If he is found lunatic or becomes of unsound mind.
- (d) If he is removed by Ordinary Resolution of the Company.
- (e) If he resigns his office by notice in writing to the Company.
- (f) If he fails to attend four consecutive meetings without valid justification and upon a resolution by the Board of Directors.
- (g) If he occupies any salaried position in the Company, other than the post of Chairman, Deputy Chairman or Managing Director.
- (h) If he is convicted for an offence involving dishonesty or misconduct.

ROTATION OF DIRECTORS

76. At the first Ordinary Meeting of the Company all the Directors shall retire from office, and at the Ordinary 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.

Retirement of Directors.

77. The Directors to retire shall be the Directors who shall have been longest in office, but as between persons who became Directors on the same day those to retire, shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

Senior Directors to retire.

78. Any casual vacancy occurring the Board of Directors may be filled up by the Directors. Any person so appointed shall hold office only until the next following Ordinary Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

Casual vacancy to be filled by Directors.

79. The Company may subject to the provision of these Articles by Ordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall hold office only

Ordinary Director may be removed by Ordinary Resolution.

until the next following Ordinary Meeting of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.

PROCEEDING OF DIRECTORS

80. The Chairman or at least 3 Directors may, and the Secretary on the requisition of the Chairman or such Directors shall, at any time summon a meeting of the Directors, which shall be held at least once every three months. Chairman may call meeting of Directors.
81. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business shall consist of one director and the Chairman, or in the Chairman's absence, the Deputy Chairman. Questions arising at any meeting shall be decided by a majority of votes of those presents. In case of an equality of votes the Chairman shall have a second or casting vote. Meetings of Directors.
82. The Chairman and Deputy Chairman shall be such Directors approved by the members at the General Meetings. The Chairman shall be elected for such period as the members of the General Meetings shall determine and who shall preside at meetings of the Directors, but if no such Chairman be elected, or if any meeting the Chairman be not present within ten minutes after the time appointed for holding the same the Deputy Chairman shall be the Chairman of such meeting. Chairman of Directors.
83. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that maybe imposed by the Directors. Directors may delegate their powers.
84. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered 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, be as valid as if every such person had been duly appointed and was qualified to be a Director. All acts done by Directors to be valid.
85. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Resolution signed by Directors to be valid.

SECRETARY AND ASSISTANT SECRETARY

86. (1) The Directors shall appoint a Secretary or Joint Secretaries to the Company for such term and at such remuneration and upon such conditions as they think fit and any secretary or Joint Secretary so appointed may be removed by them. The first Secretary to the Secretary and Assistant Secretary

Company shall be Sin May Peng (F) (MAICSA 7018354).

- (2) The Directors may also from time to time appoint one or more Assistant Secretaries and may (subject to the provisions of the Act) from time to time direct how the duties of and responsibilities for the secretarial department of the Company are to be allocated as between the Secretary and the Assistant Secretary or Assistant Secretaries.

THE SEAL

87. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a Director and of the Secretary or such other person as the Directory may appoint for the purpose and that Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence, and in favour of any person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly fixed. The Company may exercise the powers conferred by Section 35(8) of the Act with regard to having an official seal for use abroad, and such powers shall be exercised by the Directors.

Seal to be affixed to authority of resolution of Board and in the presence of one Director and Secretary.

DIVIDENDS AND RESERVES

88. The profits of the Company which it shall from time to time be determined to distribute by way of 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.
89. The Directors may, with sanction of a General Meeting from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.
90. The Directors may, before recommending any dividend, set aside out of profits of the Company such sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, or for debt reserves or currency fluctuations reserves, for repairing or maintaining any works connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend bonus, and for reserves, and allocations as may be required under the law, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interest of the Company, and pending such application the Directors may employ the sums from time to time to set

Payment of dividends

Declaration of dividends.

apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interest of the Company.

91. Any dividend, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the last 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. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

Dividend to be posted to members.

- 91A Cash funds of the Company shall be deposited with such bank or banks as may be specified by the Directors. The Directors shall fix the maximum limit for cash which the treasurer may hold in the Company's safe. All such arrangements shall be made in addition to legal provisions concerning deposits with the Central Bank of Malaysia, if any.

CAPITALISATION OF PROFITS

92. 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 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 an 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 regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

Company may capitalize reserve and undivided profits.

- 92A 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 paid up 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

Procedure on capitalization.

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 shares or debentures to which they may be entitled upon 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 profit 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.

ACCOUNTS

93. The Directors shall cause proper accounts to be kept:-

Accounts and Books to be kept.

- (a) Of the assets and liabilities of the Company.
- (b) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.
- (c) Of all sales and purchases by the Company.

The Books of accounts shall be kept at the Office, or at such other place as the Directors think fit and shall always be open to the inspection of the Directors.

94. The Directors shall from time to time determine whether in any particular case or class of cases or generally, and to what extent and at what times and places and under what conditions or regulations, the account and books of the Company, or any of them shall be open to the inspection of members, and no member (not being a Director) shall have any rights of inspecting any account or book or document of the Company, except as conferred by the Act or authorized by the Directors or by a resolution of the Company in General Meeting.

Inspection by members.

AUDIT

95. Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of sections 172, 173, 174, 174A and 175 of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.

Inspection of Accounts

95A. The auditor shall have access to all books, records and documents of the Company at all times, and may request any information he may deem necessary. He shall also have the right to ascertain the assets and liabilities of the Company, and in the event he is obstructed or unable to exercise these powers, he shall report the fact in writing to the Directors and to the General Meeting.

Auditors of the Company

- 95B The fiscal year of the Company shall commence on the 1st of January and end on the 31st of December, with the exception of the first cal year which shall commence on the date of the incorporation of the Company and end on the 31st December of the following year.

NOTICES

96. A notice or any other document may be served by the Company upon 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 of members. Service of Notices.
- 96A A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in other case at the time at which the letter would be delivered in the ordinary course of post. How notices to be served to members.
97. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share. Service on joint holders of shares.
98. Any member described in the register of members by an address not within Malaysia shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles. Members abroad entitled to notices.
99. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in Malaysia supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred. Notices in case of death or bankruptcy.

WINDING UP

100. (1) If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding Distribution of assets.

up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

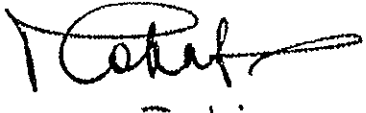

- 101 (1) If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorize the distribution of any shares or other consideration receivable by the Liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members subject to the right of dissent and consequential rights conferred by the said section.
- (2) If the Company shall be wound up voluntarily, no commission or fee shall be paid to a liquidator unless it shall have been ratified by the members of the Company. The amount of such payment shall be notified to all members at least seven days before the meeting at which it is to be considered.

INDEMNITY

102. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as stated in the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and to which may happen to be or be incurred by the Company in the execution of the Director or other officer or shall be liable for any loss, damage or misfortune duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Directors and Officers
entitled to indemnity.


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

Names, address and occupations of Subscribers	Signatures of Subscribers
<p>Mohamed Ismail Bin Mohamed Shariff I/C No. 441014-71-5087 No. 59, Jalan Setiamurni 6 Bukit Damansara 50490 Kuala Lumpur</p> <p>Advocate & Solicitor</p>	
<p>Aini Harinawati Binti Abu Hashim I/C No. 640227-06-5112 No. 12, Jalan Joran Empat 19/24D Seksyen 19, 40300 Shah Alam Selangor Darul Ehsan</p> <p>Company Director</p>	

Dated this 29 October 2004

Witness to the above signatures :-

Lodged By :
Heng & Monteiro Consultants Sdn. Bhd.
22-2, Jalan Tun Sambanthan 3
50470 Kuala Lumpur
Tel : 03-22748980/88


HENG JI KENG
Bec Hons (Mal), M.Comm (Nsw),
PA(M), F.C.A.(Aust), FCIS
APPROVED COMPANY AUDITORS
No. 22-1, Jalan Tun Sambanthan 3,
P.O. Box 10075, 50470 Kuala Lumpur.