

Company No.: 923693-H

THE COMPANIES ACT, 2016
PUBLIC COMPANY LIMITED BY SHARES
CONSTITUTION
OF
MIZUHO BANK (MALAYSIA) BERHAD



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 13
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

923693	H
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**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
NAMA SYARIKAT**

Dengan ini diperakui bahawa

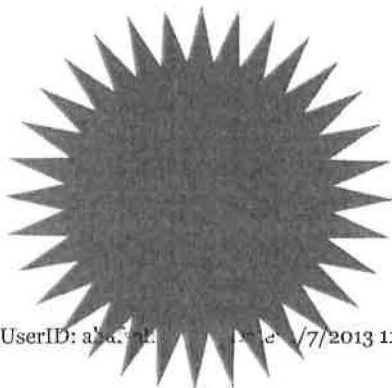
MIZUHO CORPORATE BANK (MALAYSIA) BERHAD

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 29 haribulan November 2010, sebagai sebuah syarikat awam, pada 01 haribulan Julai 2013 telah menukar namanya kepada

MIZUHO BANK (MALAYSIA) BERHAD

dan bahawa syarikat ini adalah sebuah syarikat awam dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 01 haribulan Julai 2013.



NAZILA BINTI ALIAS
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

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SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 23
AKTA SYARIKAT 1965

[Seksyen 52(3)]

No. Syarikat

923693	H
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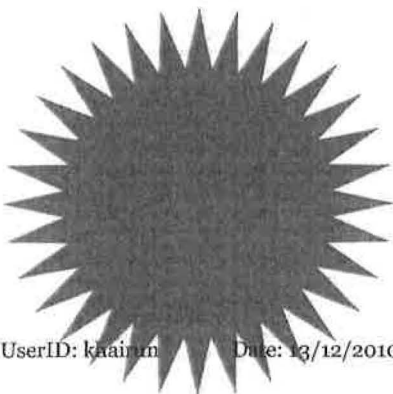
**PERAKUAN DI BAWAH SEKSYEN 52 (3)
AKTA SYARIKAT, 1965, BAHAWA SESEBUAH SYARIKAT
ADALAH BERHAK MEMULAKAN PERNIAGAAN**

Saya, JAMILAH BINTI MOHD TAIB, Penolong Pendaftar Syarikat, dengan ini memperakui bahawa

MIZUHO CORPORATE BANK (MALAYSIA) BERHAD

telah, pada hari ini menyerahkan kepada saya Akuan Berkanun yang dikehendaki di bawah peruntukan-peruntukan Seksyen 52 (2) (c) Akta Syarikat, 1965 dan bahawa syarikat tersebut adalah berhak memulakan perniagaan dan menjalankan kuasa meminjamnya.

Diberi di bawah tandatangan saya pada 13 haribulan Disember 2010.



**JAMILAH BINTI MOHD TAIB
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**

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SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 8
AKTA SYARIKAT 1965

[Seksyen 16(4)]

No. Syarikat - MyCoID

923693	H
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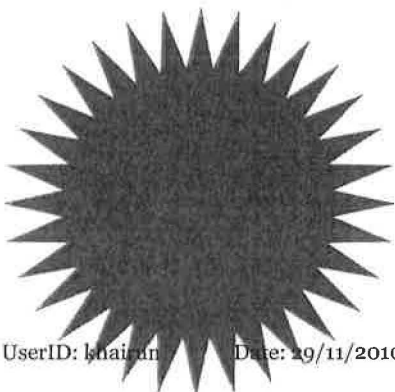
PERAKUAN PEMERBADANAN SYARIKAT AWAM

Dengan ini diperakui bahawa

MIZUHO CORPORATE BANK (MALAYSIA) BERHAD

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 29 haribulan November 2010, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 29 haribulan November 2010.



AZAHARI BIN AB RAHMAN
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

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1. The Company is incorporated under the Companies Act 1965 and is regulated by the Companies Act 2016 (“Act”) and this constitution (to the extent it is in accordance with the Act).

INTERPRETATION

2. Unless otherwise defined in these Articles, the following words shall have the following meanings:

WORD

"Act"

MEANING

the Companies Act 2016 or any statutory modification, amendment or revision thereof for the time being in force;

"Articles" or "Constitution"

this Constitution as originally framed, or as from time to time altered by special resolutions;

"Bank Negara Malaysia"

the Central Bank of Malaysia, established by the Central Bank of Malaysia Act 1958 or any statutory modification, amendment or revision thereof for the time being in force;

"Chairman"

the Chairman of the Board of Directors, as appointed in accordance with Article 90;

"Company"

Mizuho Bank (Malaysia) Berhad or by whatever name from time to time called;

"Deputy Chairman"

the deputy or vice Chairman, as appointed in accordance with Article 102;

"Directors"

the Board of Directors for the time being of the Company or anyone of them as the context so requires;

"dividend"

includes bonus and payment by way of bonus;

"FSA"

the Financial Services Act 2013, or any statutory modifications, amendment or revision thereof for the time being in force;

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"member"	any person/persons for the time being holding shares in the Company and whose names appear in the Register of members;
"Minister"	the Minister charged with the responsibility for companies;
"non-independent Director"	a Director who is not an independent director;
"Office"	the registered office of the Company;
"Register of Members"	the register to be maintained pursuant to Section 50 of the Act;
"Seal"	the common seal of the Company;
"Secretary"	the secretary or any joint or deputy or assistant secretary of the Company appointed by the Directors under these Articles
"senior member"	the person whose name stands first in the Register of Members with respect to any share to which two or more persons are jointly entitled;
"Statutes"	the Act, FSA and every other Act of the Malaysian Parliament for the time being in force concerning companies and/or affecting the Company; and
"writing"	includes printing, lithography, any electronically communicated message which the recipient can print or read by use of appropriate device and any other mode or modes of representing or reproducing words in a visible form. Where in these Articles, any document is required to be signed, an electronic signature affixed to such document (in form and subject to such conditions as may be prescribed by the Company) may be accepted as fulfilling the requirements of such Articles.

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Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

Subject as aforesaid any word or expression defined in the Statutes or the Interpretation Acts 1948 and 1967 (consolidated and revised - 1989) shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

OBJECTS

3. The objects for which the Company is established are:
 - (a) To carry on in all its offices, branches and departments (or, if the Company deems necessary, through the establishment of new entities or subsidiary companies) the business of banking in all its aspects including but not limited to: (a) Islamic banking, in accordance with such rules, principles and parameters of Islamic law applicable to the type of Islamic banking the Company deems expedient to undertake from time to time; (b) acting as investment and financial advisers and generally to carry on and transact every kind of banking, mercantile, banking, financial, guarantee, leasing, factoring, loaning or agency business under both conventional and Islamic laws, rules, principles and parameters including in the energy, environmental, finance and advisory, and financial market development sectors and industries and such other sectors and industries as the Company may deem expedient; and (c) to transact and do all matters and things incidental to the objects described above or which may, at any time hereafter, at any place where the Company carries on business, be usual in connection with the business of banking or dealing in money or securities for money.
 - (b) To receive money on deposit, current account or otherwise, with or without allowance of interest; to issue letters of credit, circular notes, certificates of deposit, bills, drafts and other instruments and securities, whether to bearer or otherwise, and whether providing for the payment of money or the delivery of bullion or otherwise, and to make the same or any of them assignable free from equities or in such other manner as the Company deems necessary; and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
 - (c) To act as and undertake the duties of a custodian trustee, a trustee for charitable or other institutions, a trustee for pensions, benevolent or other funds and as manager or director of business or companies whether limited or unlimited, including the undertaking of all duties normally undertaken by a trust corporation and either with or without remuneration, to act as and undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stocks, bonds and other securities, as an executor or administrator of estates and a trustee of wills and settlements, and generally to act in a fiduciary capacity of any sort; and to act as secretaries, managers, registrars or transfer agents and to keep for any company, Government authority, or body, any register relating to any

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stocks, funds, shares, or securities and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

And it is hereby declared that: (i) the company shall have full capacity and powers to achieve the above objects; (ii) the objects specified in this Constitution, shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the foregoing provisions defined the objects of a separate, distinct and independent company; and (iii) the word 'company' in this Constitution, except where used in reference to this 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.

BUSINESS

4. The business of the Company shall, subject to the Company complying with the provisions of the FSA, specifically Part III, Division 2 thereof, in respect of the business that it may carry out (so long as it remains an authorised person under the FSA), comprise all the business mentioned or included in Article 3 above and all incidental matters and the business shall, subject to the provisions of these Articles, be carried out by or under the management of the Directors and according to such regulations as the Directors may from time to time prescribe and any branch or kind of business which the Company is authorised to carry on may be undertaken and may be suffered to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Directors shall from time to time deem advisable.

SHARES

5. Any shares in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine, and subject to the provisions of the Act, the Company may issue preference shares which are or at the option of the Company are, to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by special resolution determine.
6. The total nominal value of issued preference shares shall not at any time exceed the total nominal value of the ordinary shares then in issue and the Company shall have the power to issue preference shares ranking in priority above preference shares already issued or issue preference shares ranking equally with preference shares already issued.

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7. No shares of a class other than ordinary shares shall be issued unless the rights attaching to such shares are expressed in these Articles.

VARIATION OF RIGHTS

8. Whenever the share capital of the Company is divided into different classes of shares, the repayment of preference capital other than redeemable preference capital or any other alterations of preference shareholders' rights (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act and whether or not the Company is being wound-up, be varied or abrogated, with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class.

To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company, or to the proceedings thereat, shall *mutatis mutandis* apply, except that the necessary quorum shall, if there are two (2) or more shareholders in the Company, be two (2) persons at least holding or representing by proxy one third the nominal amount of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. Provided that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three fourths of the issued shares of the class concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

9. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all aspects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

10. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. Except so far as otherwise provided by the conditions of issue, all new shares shall be subject to the provisions of these Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.
11. The Company may by ordinary resolution:
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person and diminish the amount of its capital by the amount of the shares so cancelled;

- (c) subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares; and
 - (d) authorise the purchase by the Company of any shares of the Company.
12. Subject to confirmation by the court in accordance with Section 116 of the Act, or subject to the meeting of the requirements in Section 117 of the Act, the Company, may by special resolution reduce its share capital.
 13. Subject to and in accordance with the provisions of the Act, FSA and any other Statutes or applicable guidelines, the funds of the Company or of any subsidiary may be employed by the Directors in the purchase of shares in the Company. Any shares so purchased by the Company shall be dealt with by the Directors in accordance with the provisions of the Act, FSA and any other Statutes or applicable guidelines. No part of the funds of the Company shall be lent on the security of the shares of the Company.

ISSUE OF NEW SHARES

14. Without prejudice to the special rights previously conferred on the holders of any existing shares or class of shares, but subject to the Act, new shares in the Company may be issued by the Directors and any such share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Directors, subject to any ordinary resolution of the Company, determine.
15. The Company may exercise the powers of paying commissions conferred by the Act. The rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall be determined by the Directors acting reasonably. The Company may also, on any issue of shares or other securities, pay such brokerage as may be lawful.
16. If any shares or securities of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the costs of construction of the works, buildings or plant.
17. The Company shall not, without prior approval of shareholders in general meeting and the approval of Bank Negara Malaysia, issue any new shares or other securities which would result in a transfer of a controlling interest in the Company.

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18. The Company shall not be bound to register more than three (3) persons as the holder of any share or securities except in the case of executors or administrators of the estate of a deceased member.
19. No person shall exercise any rights of a member until his name shall have been entered in the Register of Members and he shall have paid all calls and other moneys for the time being due and payable on any share held by him.
20. If two or more persons are registered as joint holders of any share or securities any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share or securities.
21. Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a shareholder for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members as the address of the shareholder stating that the Company, after the expiration of a month from the date of the advertisement, intends to transfer the shares to the Minister charged with responsibility for finance.

CERTIFICATES

22. A Register of Members shall contain the names, addresses, the numbers of the identity cards, if any, nationality and such other information and particulars of the members as may be required by the Company, and a statement as to the number of the shares held by each member. Every member shall be entitled, without payment, to receive one (1) certificate for all shares to be registered in his name pursuant to an allotment, specifying the shares to which it relates and the amount paid up thereon. Every certificate shall be issued under the Seal and bear the autographic facsimile or electronic signatures of at least of one Director and the Secretary or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon. The facsimile or electronic signature may be reproduced by mechanical or other means provided that the method or system of reproducing signatures has first been approved by the auditors of the Company but such approval shall not be required if a share seal is authorised and used. In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate therefor and delivery of a certificate to one of such persons shall be sufficient delivery to all. If any member shall require more than one certificate in respect of the shares allotted to him, he shall pay in advance such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law plus the amount of the proper duty or taxes with which each such certificate is chargeable under any law for the time being in force.
23. If any certificate shall be worn out, defaced, lost, stolen or destroyed, it may be renewed or replaced on payment of such fee as the Directors may from time to time determine and which the Company may be permitted to charge by law plus the amount of the proper duty or taxes with which each such certificate is chargeable under any law for the time being in force, and on such terms, if any, as to evidence and indemnity and the payment of out-of-

pocket expenses of the Company of investigating the evidence, as the Directors think fit, and in the case of defacement or wearing out, on delivery of the old certificate.

CALLS ON SHARES

24. The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares and not by the terms of issue thereof made payable at fixed times, and each member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment), pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
25. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments if the Directors think appropriate.
26. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
27. If a sum called in respect of a share is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per centum (8%) per annum from the day appointed for the payment of the sum to the time of actual payment, and the Directors shall be at liberty to waive payment of such interest wholly or in part.
28. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in the case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
29. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
30. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest or return at such rate not exceeding eight per centum (8%) per annum as may be agreed upon between the Directors as may be agreed upon between the Directors and the member paying such sum in advance, unless the Company in a general meeting otherwise directs.

INFORMATION ON SHAREHOLDING

31. The Company may, by notice in writing, require any member of the Company, within such reasonable time as specified in the notice:
- (a) to inform the Company whether he holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if he holds them as trustee, to indicate as far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and to know the nature of their interest.

Where the Company is informed pursuant to a notice given to any person that another person has an interest in any of the voting shares in the Company, the Company may by notice in writing require that other person within such reasonable time as specified in the notice:

- (i) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
- (ii) if he holds it as trustee, to indicate so far as he can, the persons for whom he holds them by name and by other particulars sufficient to enable those persons to be identified and to know the nature of their interest.

The Company may, by notice in writing, require a member of the Company to inform it, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any voting shares in the Company held by him are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give particulars of the agreement and the parties to it.

FORFEITURE AND LIEN

32. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.
33. The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.
34. 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 payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by

a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder. When any share 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 share 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.

35. 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 payment of all calls and interest due thereupon together with all expenses incurred in respect of such share or upon such other terms (if any) as they shall think fit. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of; either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise any person to transfer a forfeited or surrendered share to any such other person as aforesaid.
36. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares, but shall, notwithstanding the forfeiture or surrender, remain liable to pay to the Company all money which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest or compensation at the rate of eight per centum (8%) per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of the interest or compensation, and the liability shall cease if and when the Company receives payment in full of all such money in respect of the shares. The forfeiture of the 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 member 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. In the event of a forfeiture of shares, the member shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited. The provisions of this Article 36 as to the forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.
37. The Company's lien on shares and dividends from time to time declared in respect of such shares shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such money are due and unpaid, and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the member or deceased

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member. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements whether solely or jointly with any other person, to or with the Company, whether the period of the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article 37.

38. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sums in respect of which the lien exists is presently payable and until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
39. The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company had a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability, accrued interest and expenses, in respect whereof the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the shares at the time the shares are forfeited or to his executors, administrators or assignees or as he or they may direct. For giving effect to any such sale the Directors may authorise any person to transfer the shares sold to the purchaser. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
40. A declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate of proprietorship of the share under Seal delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by an irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

41. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.
42. All transfers of shares may be effected by transfers in writing in the usual common form, in such other form as the Directors may accept, or such form as may from time to time

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be approved by the Directors. Subject to this Article 42, the instrument of transfer of a share presented for registration to the Company shall be signed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

43. The Directors may pass a resolution to refuse or delay the registration of the transfer of shares within thirty (30) days from the receipt of the instrument of transfer and the resolution sets out in full the reasons for refusing or delaying the registration, a notice of this resolution must be sent to the transferor and transferee within seven (7) days after the resolution is passed.
44. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other documents relating to or affecting the title to any shares, such fee as the Directors may from time to time require or prescribe (plus the proper stamp duty payable under any law for the time being in force).

TRANSMISSION OF SHARES

45. In the case of the death of a shareholder, 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 persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article 45 shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.
46. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in writing of his desire, or transfer such share to some other person. All the limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member.
47. Save as otherwise provided by or in accordance with these Articles, a person becoming legally entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share within sixty (60) days from the Company receiving the notification.

GENERAL MEETING

48. All business transacted at an annual general meeting other than business which, under these Articles ought to be transacted at an annual general meeting, and all business transacted at an extraordinary general meeting, shall be deemed special.
49. An annual general meeting shall (subject to any provisions of the Act relating to its first annual general meeting) be held once in every year, at such time (within a period not more than fifteen (15) months after the holding of the last preceding annual general meeting) and place as may be determined by the Directors. All other general meetings shall be called extraordinary general meetings.
50. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

51. The notices convening meetings shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting (exclusive of the day for which it is given) and be given in manner hereinafter mentioned to the auditors of the Company and to all members other than such as under the provisions of these Articles are not entitled to receive such notices from the Company; provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so required:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting, by that number or majority in number of the members having a right to attend and vote thereat as is required by the Act,

provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any general meeting.

52. Every notice calling a general meeting shall specify: (a) specify the place and the day and time of the meeting; and (b) the general nature of the business of the meeting.

PROCEEDINGS AT GENERAL MEETING

53. No business shall be transacted at any general meeting unless a quorum is present. If there are two (2) or more shareholders, two (2) members present in person or by proxy shall be a quorum for all purposes. For the purposes of this Article 53, a "member" includes a person attending as an attorney of a member, a proxy or representing a corporation which is a member.

54. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day falls on a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
55. Subject to the provisions of the Act, a resolution in writing signed by the majority of the members of the Company entitled to vote shall have the same effect and validity as an ordinary resolution of the Company passed at a general meeting, duly convened, held and constituted, and may consist of several documents in the like form, each signed by one or more of such members. A copy of such resolution shall be entered in the minute book of Board proceedings.
56. The Directors shall elect a chairman from amongst their number to preside as chairman at every general meeting. If there is no such chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting or be unwilling to act, the Deputy Chairman shall be chairman of the meeting, or if he is not present or if he declines to take the chair, then the members present shall elect one (1) of their members to be chairman of the meeting.
57. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting of members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting.
58. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
 - (a) the chairman;
 - (b) not less than three (3) members present in person or by proxy and entitled to vote;
 - (c) a member present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) a member holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total sum paid up on all the shares conferring that right.

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A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand not withdrawn) a declaration by the chairman that a resolution has been carried, carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

59. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in any other case unless it shall in the opinion of the chairman, be of sufficient magnitude.
60. If a poll be duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may (and if so required shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
61. 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 not be entitled to a second or casting vote.
62. No poll shall be demanded on the election of a chairman or on a question of adjournment. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting) and place as the chairman may direct. No notice needs to be given of a poll not taken immediately.
63. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

64. Subject to these Articles and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy, and on a show of hands every member present in person or by proxy (provided that he is the only proxy appointed by the member) shall have one vote, and on a poll every member who is present in person or by proxy (provided that he is the only proxy appointed by the member) shall have one vote for every share of which he is a holder.
65. In the case of joint holders of a share any one of such persons may vote but if more than one of such persons be present at a meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

66. Every member shall be entitled to be present and to vote at any general meeting either personally or by proxy and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.

A member may appoint one (1) or more proxies to attend at the same meeting. Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.

67. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

68. On a poll, every member present in person or by proxy shall have one vote for each share he holds and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

69. An instrument appointing a proxy shall be in writing and:

- (a) in the case of an individual, shall be signed by the appointer or by his attorney; and
- (b) in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation. The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

70. The instrument appointing a proxy shall:

- (a) be deposited at the Office or such other place as is specified for that purpose in the notice convening the meeting; or
- (b) be transmitted electronically to the Company in such manner as may be specified for such transmission in the notice convening the meeting,

not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Where an instrument of proxy is signed under a power of attorney, the Directors may, but shall not be bound to, require a certified true copy of the power of attorney to be deposited at the Office, or means as has been specified in respect of the instrument appointing a proxy.

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71. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the following form or in such other forms as the Directors may from time to time prescribe or approve or in particular cases accept:

I/We*, [] of [address] being a member(s) of Mizuho Bank (Malaysia) Berhad ("Company") and holding [] number of shares hereby appoint [] of [] or failing him [] of [] as my/our proxy to vote for me/us* and on my/our* behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the [] day of [] [] and at any adjournment thereof As witness my hand this [] day of [] [].

**Strike out whichever is not desired.*

Unless otherwise instructed by the member, the proxy may vote as he thinks fit. Where the instrument appointing a proxy indicates whether a proxy is to vote for or against a resolution, the proxy shall vote in accordance with such instructions and in default the vote of the proxy shall not be treated as valid.

72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instruments appointing proxies) forty eight (48) hours (or such other period as the Directors may determine) before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVE

73. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company. For the purposes of this Article 73, a corporation represented at any meeting of the Company by its representative shall be deemed to be present in person.

DIRECTORS

74. Unless agreed by a general meeting, the number of directors of the Company shall not be more than seven (7). The first Directors shall be Yasuo Fukai and Kyoichi Nagata, collectively referred to as the "First Directors".

75. Aside from the First Directors, no one other than: (a) a natural person; and (b) a person approved by Bank Negara Malaysia under Section 54(2) of the FSA, shall be a Director.
76. A Director need not be a member of the Company and shall not be required to hold any share qualifications unless and until otherwise determined by the Company in general meetings but shall be entitled to attend and speak at general meetings.
77. Subject to Article 81, remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company in general meeting, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he held office.
78. Remuneration payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting.
79. No Director shall be allotted shares as part of an issue of shares to employees unless he has been appointed to an executive office with the Company and/or its subsidiaries and unless prior to such allotment the members in general meeting have approved of the same.
80. The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors, or of any committee of the Directors, or general meeting, or otherwise in or about the business of the Company.
81. Any Director, who is appointed to any executive office or who serves on any committee or who otherwise performs services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary or otherwise as the Directors may determine.
82. The Directors may, with the approval of the shareholders:
 - (a) pay pensions or allowances (either revocable or irrevocable and either subject or not subject to any terms or conditions) to any full-time Director as hereinafter defined on or at any time after his retirement from his office or employment under the Company or under any subsidiary company or on or after his death to his widow or other dependants; and
 - (b) establish and maintain and concur with subsidiary companies in establishing and maintaining any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or of any such subsidiary company

and for the widows or other dependants of such persons and to make contributions out of the Company's money for any such schemes or funds.

In this Article 82, the expression "full-time Director" shall mean and include any Director who has for a continuous period of not less than five (5) years or such other period as the members may, in general meeting, determine been engaged substantially whole-time in the business of the Company or any subsidiary company in any executive office or any office of profit or partly in one or partly in another.

83. A Director may hold any other office or place of profit under the Company (other than the office of auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. Subject to the provisions of Section 58 of the FSA, no Director or intending Director shall be disqualified by his office from contracting with the Company, nor shall any contract or arrangement entered into, by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established provided that such disclosure is made as is required by these Articles, the FSA and the Act.
84. (a) A Director 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 a shareholder or otherwise, and unless otherwise agreed shall not be accountable for any remuneration or other benefits received by him as a director or officer of, or by virtue of his interest in, such other company.
- (b) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all aspects as the Directors think fit in the interest of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

MANAGING DIRECTORS AND EXECUTIVE DIRECTORS

85. The Directors may, from time to time and subject to these Articles and Section 54 of the FSA, appoint one or more of their body to be the Managing Director or an executive Director for such period and on such terms as they think fit. A Director appointed as Managing Director (but not any other executive Director) shall not be appointed for a term exceeding three (3) years (but without prejudice to his re-appointment at the end of

his term of office) and shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors.

Without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company, the appointment of a Managing Director or any other executive Director shall be subject to determination *ipso facto* if he ceases, from any cause to be a Director, or if the Directors resolve that his term of office be determined.

86. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine.
87. A Managing Director or other executive Director shall be subject to the control of the board of Directors. The Directors may entrust to and confer upon a Director holding any such office as aforesaid any of the powers exercisable by them as Directors 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

88. The office of a Director shall be vacated in any of the following events:
- (a) if he becomes prohibited by law from acting as a Director, including under the provisions of Section 59 of FSA;
 - (b) if he resigns his office by notice in writing to the Company;
 - (c) if he has an adjudicating or a receiving order made against him, compounds with his creditors generally or is declared a bankrupt;
 - (d) if at the end of the financial year of the Company, he is determined or found to have been absent from more than half of the total Directors' meetings held during such financial year;
 - (e) if he becomes of unsound mind, physically incapacitated or dies; or
 - (f) if he be removed by a resolution of the Company in general meeting.
89. Subject to these Articles, at the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. An election of Directors shall take place each year and all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

90. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lots. A retiring Director shall be eligible for re-election. The Directors shall, subject to Bank Negara Malaysia's prior approval, appoint the Chairman of the Board of Directors from amongst any one of the independent Directors, and such Chairman may be given such power as shall be determined by the Board. The Chairman shall be subject to retirement and he shall be taken into account in determining the rotation or retirement of Directors.
91. The Company at the meeting at which a Director retires under any provision of these Articles may by ordinary resolution fill the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected unless:
- (a) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected.
92. The Company may, by ordinary resolution of which special notice has been given, remove any Director before the expiration of his period of office, notwithstanding any provision of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
93. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors (provided that the number of Directors is not reduced below the minimum number of directors for a public company, two (2) directors), and may also determine in what rotation the increased or reduced number is to go out of office.
94. The Directors shall have powers at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

ALTERNATE DIRECTORS

95. (a) Any Director may, subject to Bank Negara Malaysia's prior approval, at any time appoint any person approved by a majority of the other Directors to act as his alternate, and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall not, in respect of such appointment, be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these Articles with regard to Directors. Any remuneration payable to an alternate Director shall be deducted from the remuneration of that Director so appointing him as his alternate. An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall not require any share qualification, and shall *ipso facto* cease to be an alternate Director if his appointor ceases to be a Director for any reason, except retirement by rotation and immediate re-election. All appointments and removal of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment and left at the Office.
- (b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at Directors' meetings to one vote for every Director whom he represents in addition to his own vote as a Director.

PROCEEDINGS OF DIRECTORS

96. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Directors may participate in a meeting of Directors by means of conference telephone or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the meeting and participation in such meetings shall constitute attendance of the Directors at such meeting. Questions arising at any meeting shall be determined by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
97. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be a minimum of three (3) Directors or sixty percent (60%) of the total number of the Directors, whichever higher, of which at least one (1) of such Directors in attendance must be a non-independent Director. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

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98. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall, in accordance with Section 58 of the FSA, declare the nature of his interest in accordance with the provisions of the Act.
99. Save as otherwise provided by these Articles, a Director shall not vote in regard to any contract or proposed contract or arrangement in which he is directly or indirectly interested and if he shall do so his vote shall not be counted nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article 99 shall not apply to:
- (a) any contract or proposed contract of indemnity against any loss which any Director may suffer by reason of becoming or being a surety of the Company; or
 - (b) any contract or proposed contract entered into or to be entered into by the Company, with another company in which the interest of the Director consists solely of (i) in him being a Director of the Company and the shareholder not more than the number or value as is required to qualify him for the appointment as a director; or (ii) in him having an interest in not more than five per centum (5%) of its paid up capital.
100. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the Directors resolve to enter into or make any arrangement with him or on his behalf pursuant to Article 83 or whereat the terms of any such appointment or arrangements as hereinbefore are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.
101. The continuing Directors may act notwithstanding any vacancy, but if and so long as the number of Directors is reduced below two (2) the continuing Director or Directors may, except in an emergency, act only:
- (a) for the purpose of increasing the number of directors to such minimum number; or
 - (b) to summon a general meeting of the Company,
- but not for any other purpose.

If there be no Directors or Director able or willing to act, then any two (2) members may summon a general meeting for the purpose of appointing Directors.

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102. The Directors may, in accordance with Article 90, elect a Chairman and a Deputy Chairman of their meetings and determine the period for which they are respectively to hold office. The Deputy Chairman, who must be a non-independent Director, shall perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and, in his absence, the Deputy Chairman, shall preside as chairman at meetings of the Directors. If no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither the Chairman nor the Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, the meeting shall be adjourned to a time and place as may be determined by the Directors.
103. A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.
104. 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 regulations that may be imposed on them by the Directors.
105. The meetings and proceedings of any such committee consisting of two (2) or more Directors shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under Article 104.
106. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there were some defects in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

BORROWING POWERS

107. The Directors may, in accordance with the FSA, exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any related third party. Every debenture or other instrument for securing the payment of money issued by the Company may be so framed that the money thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock and other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise. For the purposes of this Article 107,

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a related third party shall mean such corporation related to the Company as provided by Section 7 of the Act.

108. The Directors shall cause a proper register to be kept in accordance with the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 352 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
109. If the Directors or any of them, or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

POWERS AND DUTIES OF DIRECTORS

110. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Statutes or these Articles required to be exercised by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. Any branch or kind of business which, under these Articles, the Company, either expressly or by implication, is authorised to undertake, may be undertaken by the Directors at such time or times as they think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the directors may deem it expedient not to commence or proceed with the same. The general powers given by this Article 110 shall not be limited or restricted by any special authority or power given to the Directors by any other Article provided that any sale of a substantial portion of the Company's main undertaking or property shall be subject to ratification by the members in general meeting.

For the purposes of this Article 110, "a substantial portion of the Company's main undertaking or property" shall have the meaning as provided in Section 223 of the Act.

111. The Directors may, in accordance with the relevant provisions of the FSA, establish such subsidiary companies, branch banks, local boards and agencies, and to make such regulations for the management of the business of the Company as the Directors from time to time think proper, and for that purpose promote such entities as they may decide and make all necessary arrangements for the control and financing thereof and for the guarantee of the contracts and obligations thereof and any other arrangements whatsoever in connection therewith that may seem desirable to the Directors and they may also, for the purposes aforesaid, appoint the members of such local boards (who may or may not be Directors), managers, officers, clerks, agents and servants, with such remuneration and at such salaries as they consider advisable, and pay the expenses occasioned thereby out of the funds of the Company and from time to time discontinue all or any of such branch banks, local boards or agencies and remove or suspend all or any of the members of such local boards, managers, officers, clerks or servants for such reason as they think proper and without

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assigning any cause and delegate to any member of a local board, managers or other officers of the Company (with or without power of substitution) the said powers to remove or suspend in any district or place.

112. The Directors may, from time to time and at any time by power of attorney, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
113. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
114. The Company, or the Directors on behalf of the Company, may in exercise of the powers in that behalf conferred by the Act, cause to be kept, a branch register or registers of members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such registers.
115. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by affixing of the Company's common seal, or by signature on behalf of the Company by at least two (2) authorized officers, one (1) of whom shall be a Director.

SECRETARY

116. (a) The first Secretary shall be Chua Siew Chuan MAICSA 0777689.
- (b) The Secretary shall, and a joint or deputy or assistant secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary, joint or deputy or assistant secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The Directors may, from time to time, if there is no Secretary or no secretary capable of acting, by ordinary resolution appoint any officer of the Company to exercise the functions of the Secretary, joint or deputy or assistant secretary and any such person so appointed may be removed by them.

THE SEAL

117. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall (subject to the provisions of these Articles as to certificates for shares) be signed by a Director and by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. The instrument to which the Seal is affixed may bear the autographic or facsimile signatures of at least two Directors or one Director and the Secretary or such other person appointed by the Directors. The facsimile signatures may be reproduced by mechanical or other means. The Company may also have a "Share Seal" pursuant to Section 63 of the Act.

AUTHENTICATION OF DOCUMENTS

118. Any Director, Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts are kept elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.
119. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 118 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS

120. The Company may, by ordinary resolution and in accordance with Section 51 of the FSA, declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount authorized by the Directors. The directors may authorize distribution at such time and in such amount as the directors consider appropriate, if the directors are satisfied that the Company will be solvent immediately after the distribution is made.
121. Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this Article 121 only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued

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on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

122. If and so far as in the opinion of the Directors the profits of the Company justify such payments and the Company will be solvent immediately after distribution is made, the Directors may from time to time recommend to the shareholders to pay to the holders of any class of shares interim dividends thereon of such amounts and on such dates as they think fit.
123. No dividends or other money payable on or in respect of a share shall bear interest against the Company.
124. The Directors may deduct from any dividend or other money payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith.
125. The Directors may retain any dividend or other money payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
126. The Directors may retain the dividends payable on shares in respect of which any person is under the provision as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under these Articles is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.
127. The payment by the Directors of any unclaimed dividend or other money payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed shall be dealt with by the Directors under the Unclaimed Moneys Act 1965.
128. The Company may, upon the recommendation of the Directors, by ordinary resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
129. Any dividend or other money payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of

such persons or to such persons and such address as such persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom is sent or such person as the holder or joint holders may direct and payment of the cheque shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

130. If several persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
131. The Directors may, from time to time, set aside out of the profits of the Company and early to reserve such sums as they think proper which, at the discretion of the Directors taking in to account the requirements of the FSA and any regulations set by Bank Negara Malaysia, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalizing dividends or for any other purposes to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think not prudent to divide.

CAPITALISATION OF PROFITS AND RESERVES

132. The Company may, upon the recommendation of the Directors taking in to account the provisions of the FSA, by ordinary resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's reserve accounts (including any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise available for distribution, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members holding ordinary shares in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other; provided that a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid.
133. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriation and applications of the sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all

acts and things required to give effect thereto, with full powers to the Directors to make such provisions 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 authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

MINUTES AND BOOKS

134. The Directors shall cause minutes to be made in books to be provided for the purpose:
- (a) of all proceedings at meetings of the directors;
 - (b) all resolutions of shareholders passed otherwise than at the meeting of shareholders;
 - (c) minutes of all proceedings of meetings of shareholders; and
 - (d) details provided to the Company in accordance with section 344 of the Act.

Any such minute as aforesaid if purporting to be signed by any Director present at such meeting shall be conclusive evidence without further proof of the facts therein stated.

135. The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.
136. Any register, index, minute book, books of accounts or other books required by these Articles or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

137. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act and FSA, and to furnish to Bank Negara Malaysia such financial statements as Bank Negara Malaysia may require in accordance with Section 65 of the FSA.

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138. The books of account shall be kept at the Office or at such other place within Malaysia as the Directors think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Act or authorised by the Directors or by ordinary resolution of the Company.
139. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a general meeting of the Company such profit and loss accounts, balance sheet, group accounts (if any) and reports as may be necessary, not later than six (6) months after closing its financial year.
140. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the auditors relating thereto and of the Directors report shall be issued by the Company at the meeting be sent to every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles provided that this Article 140 shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.
141. Save as may be necessary for complying with the provisions of the FSA, the Act or as the Company may, by special resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or give any information with reference to the same to any member.

AUDITORS

142. Auditors shall be appointed, and their duties regulated, in accordance with the provisions of the Act and the FSA.
143. Subject to the provisions of the Act all acts done by any person acting as an auditor shall as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there were some defects in his appointment or that he was at the time of his appointment not qualified for appointment.
144. The auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

NOTICES

145. Any notice or document (including any circular, share certificate or prospectus) may be served by the Company on any member either personally or by sending it through the post

in a prepaid letter addressed to such member at his address in Malaysia, as appearing in the Register of Members or by giving it in electronic form transmitted to the electronic address provided by the member to the Company for such purpose or by publishing on a website. Where a notice of a meeting of members is given by the Company by means of a website, the Company shall notify a member of the publication of the notice on the website in accordance with Section 320 of the Act.

146. In respect of joint holdings, all notices shall be given and all documents shall be served to the senior member and notice so given and documents so served shall be sufficient notice and service to all the joint holders.
147. If a member has no registered address within Malaysia, a notice may be sent to him by airmail to his registered address appearing in the Register of Members.
148. A person entitled to a share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within Malaysia for the service of notices and documents, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any member in pursuance of these Articles shall (notwithstanding that such member be then dead or bankrupt and whether or not the Company has notice of his death or bankruptcy) be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder.
149. Any notice or document, if served or sent by post, shall be deemed to have been served or delivered at the time when the would in the ordinary course be delivered, and in proving such service or sending it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post office as a prepaid letter. Any notice or other documents, if sent or served by electronic transmission, shall be deemed to have been served or delivered twenty-four (24) hours after the time when the Company has transmitted the notice or document, and in proving such service or delivery it shall be sufficient to prove through a statement in a document produced by a computer that such transmission has been effected. A "document" and a "computer" for the foregoing purpose shall have the meaning assigned to such terms by the Evidence Act 1950.

Every person who, by operation of law, transfer, transmission or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register of Members, had been duly served in accordance with these Articles.

150. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company.

WINDING UP

151. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.
152. On a voluntary winding up of the Company no commission or fee shall be paid to a liquidator without the prior approval of the members in a general meeting, the amount of such commission or fee to be notified to all members not less than seven (7) days before the meeting at which it is to be considered.
153. In the event of a winding up of a Company, every member of the Company shall be bound, within fourteen (14) days, after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company to serve notice in writing on the Company appointing some resident in Malaysia upon whom all summons, notices, process orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and serve upon any such appointee, whether appointed by the member or the liquidator shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement in a newspaper circulating in Malaysia, or by a registered letter sent through the post and addressed to such member at his address as mentioned in the Register of Members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY

154. Every Director, Managing Director, executive Director, agent, auditor, secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or

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in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

SECRECY

155. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors having taken in to account the requirements of Part VIII, Division 4 of the FSA, it will be inexpedient in, or detrimental to, the interest of the members or of the Company to communicate to the public save as may be authorised by law.

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