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**Malaysian Pacific Industries Berhad** (4817-U)

A Member of the Hong Leong Group  
(Incorporated in Malaysia)

## **CIRCULAR TO SHAREHOLDERS**

in relation to

### **PART A**

#### **PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

### **PART B**

#### **PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY**

### **PART C**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Notice of Extraordinary General Meeting to be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the forthcoming Annual General Meeting of the Company to be held at 10.00 a.m. on the same day, is sent to you together with this Circular. A Form of Proxy must be lodged at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

This Circular is dated 29 September 2008

## CONTENTS

### PART A - PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

#### LETTER TO SHAREHOLDERS RELATING TO THE PROPOSED SHAREHOLDERS' MANDATE

	<b>PAGE</b>
1. INTRODUCTION .....	3
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	
2.1 Provisions under the Listing Requirements .....	3
2.2 Classes of related parties .....	4
2.3 Nature of recurrent related party transactions contemplated .....	5
2.4 Method or procedures on which transaction prices are determined/review procedures for recurrent related party transactions .....	8
2.5 Validity period of the Proposed Shareholders' Mandate .....	9
2.6 Disclosure .....	9
3. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE .....	9
4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE .....	10
5. CONDITION OF THE PROPOSED SHAREHOLDERS' MANDATE .....	10
6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS .....	10
7. DIRECTORS' RECOMMENDATION .....	11
8. EXTRAORDINARY GENERAL MEETING .....	11
9. FURTHER INFORMATION .....	11

## CONTENTS (Cont'd)

### **PART B - PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY**

#### **LETTER TO SHAREHOLDERS RELATING TO THE PROPOSED SHARE BUYBACK**

	<b>PAGE</b>
1. INTRODUCTION .....	13
2. DETAILS OF THE PROPOSED SHARE BUYBACK .....	14
3. RATIONALE/POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUYBACK .....	15
4. EFFECTS OF THE PROPOSED SHARE BUYBACK	
4.1 Share Capital .....	15
4.2 Earnings .....	16
4.3 Net Assets and Working Capital .....	16
5. DIRECTORS' SHAREHOLDINGS .....	16
6. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS .....	17
7. PUBLIC SHAREHOLDING SPREAD .....	18
8. PURCHASES OF SHARES OR RESALE OF TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS .....	18
9. IMPLICATION OF THE CODE.....	19
10. SHARE PRICES .....	19
11. CONDITION OF THE PROPOSED SHARE BUYBACK .....	19
12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	19
13. DIRECTORS' RECOMMENDATION .....	20
14. EXTRAORDINARY GENERAL MEETING .....	20
15. FURTHER INFORMATION .....	20

**CONTENTS (Cont'd)**

**PART C - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**LETTER TO SHAREHOLDERS RELATING TO THE PROPOSED AMENDMENTS**

	<b>PAGE</b>
1. INTRODUCTION .....	22
2. DETAILS OF THE PROPOSED AMENDMENTS .....	22
3. RATIONALE FOR THE PROPOSED AMENDMENTS .....	22
4. EFFECTS OF THE PROPOSED AMENDMENTS .....	22
5. CONDITION OF THE PROPOSED AMENDMENTS.....	23
6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	23
7. DIRECTORS' RECOMMENDATION .....	23
8. EXTRAORDINARY GENERAL MEETING .....	23
9. FURTHER INFORMATION .....	23

**APPENDICES**

APPENDIX I	- DEFINITIONS PURSUANT TO THE LISTING REQUIREMENTS .....	24
APPENDIX II	- PERSONS CONNECTED WITH HLCM AS AT 12 SEPTEMBER 2008 ....	26
APPENDIX III	- ACTIVITIES OF MPI GROUP AS AT 12 SEPTEMBER 2008 .....	29
APPENDIX IV	- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF MPI .....	30
APPENDIX V	- FURTHER INFORMATION .....	74

<b>NOTICE OF EGM</b> .....	<b>76</b>
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<b>PROXY FORM</b> .....	<b>Enclosed</b>
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**PART A**

**PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY  
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

## DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout Part A of this Circular:-

“AGM”	:	Annual General Meeting
“Board” or “Directors”	:	Board of Directors of MPI
“Bursa Securities ”	:	Bursa Malaysia Securities Berhad
“Corporate Office Support Services”	:	Planning and support services provided by HLI-HUME MC such as corporate finance and advisory, legal, secretarial, accounting, treasury, tax compliance, internal audit, human resources management, payroll administration, credit control, productivity and quality improvement services and training and any other services as may be agreed between the parties from time to time
“EGM”	:	Extraordinary General Meeting
“ESOS”	:	Executive Share Option Scheme of MPI
“GL”	:	GuocoLeisure Limited, an indirect 54.80% subsidiary of HLCM
“GLM”	:	GuocoLand (Malaysia) Berhad, an indirect 64.99% subsidiary of HLCM
“Group Management And/Or Support Services”	:	Includes corporate advisory, secretarial and legal services, treasury and risk management services, internal audit, accounting and tax services, share registration, nominees, custodian and ESOS administration services, fund management, human resources management, training services, investment services, productivity and quality improvement services, planning and compliance services and information technology related services and any other services as may be agreed between the parties from time to time
“Guardian”	:	Guardian Security Consultants Sdn Bhd, an indirect 20% associate of HLCM
“HIMB”	:	Hume Industries (Malaysia) Berhad, a 64.93% subsidiary of HLCM
“HIMB Group”	:	HIMB and its unlisted subsidiaries (i.e. excluding Narra Group)
“HLA”	:	Hong Leong Assurance Berhad, a wholly-owned subsidiary of HLFG
“HLCM”	:	Hong Leong Company (Malaysia) Berhad
“HLFG”	:	Hong Leong Financial Group Berhad, a 77.31% subsidiary of HLCM

## DEFINITIONS (Cont'd)

“HLG Capital”	:	HLG Capital Berhad, a 75% subsidiary of HLFH
“HLG Credit”	:	HLG Credit Berhad (formerly known as HLG Credit Sdn Bhd), a wholly-owned subsidiary of HLG Capital Berhad
“HLI”	:	Hong Leong Industries Berhad, a 66.18% subsidiary of HLCM
“HLI Group”	:	HLI and its unlisted subsidiaries (i.e. excluding MPI Group)
“HLI-HUME MC”	:	HLI-HUME Management Co Sdn Bhd, a company owned by HLI and HIMB in the equity ratio of 51% and 49% respectively
“Hong Leong Group”	:	HLCM (a major shareholder of MPI through HLI) and persons connected with HLCM
“Listing Requirements”	:	Listing Requirements of Bursa Securities, as amended from time to time
“MPI” or “Company”	:	Malaysian Pacific Industries Berhad, a 61.36% subsidiary of HLI
“MPI Group”	:	MPI and its subsidiaries
“Narra”	:	Narra Industries Berhad, a 61.59% subsidiary of HIMB
“Narra Group”	:	Narra and its subsidiaries
“Proposed Shareholders’ Mandate”	:	Shareholders’ approval for a general mandate in relation to recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the MPI Group
“RM” and “sen”	:	Ringgit Malaysia and sen respectively



# **Malaysian Pacific Industries Berhad** (4817-U)

A Member of the Hong Leong Group  
(Incorporated in Malaysia)

Registered Office:  
Level 9, Wisma Hong Leong  
18 Jalan Perak  
50450 Kuala Lumpur

29 September 2008

## **DIRECTORS:**

Mr Kwek Leng San (Executive Chairman/Non-Independent)  
Mr David Edward Comley (Group Managing Director/Non-Independent)  
Tuan Syed Zaid bin Syed Jaffar Albar (Non-Executive Director/Independent)  
Mr Tan Keok Yin (Non-Executive Director/Independent)  
YBhg Tan Sri Asmat bin Kamaludin (Non-Executive Director/Independent)

To: The Shareholders of Malaysian Pacific Industries Berhad

Dear Sir/Madam

## **PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

### **1. INTRODUCTION**

At the Company's EGM held on 23 October 2007, the Company had obtained a mandate from its shareholders for the MPI Group to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the MPI Group, with certain classes of related parties. The shareholders' mandate shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming AGM scheduled for 21 October 2008, unless it is renewed.

In connection thereto, on 26 September 2008, the Company announced that your Directors propose to seek shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming EGM to be held on Tuesday, 21 October 2008.

The purpose of Part A of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolutions to be tabled at the EGM to be convened on Tuesday, 21 October 2008, notice of which is set out in this Circular.

### **2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE**

#### **2.1 Provisions under the Listing Requirements**

Paragraph 10.09 (1) of the Listing Requirements provides that with regard to related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations of a listed issuer or its subsidiaries, the listed issuer may seek a shareholders' mandate in respect of such transactions subject to the following:-



- the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under paragraph 2.1 of Practice Note No. 12/2001 of the Listing Requirements;
- the issuance of circular to shareholders for the shareholders' mandate, the contents of which shall include information as set out in Part B of Appendix 10D and Appendix PN 12/2001-A of Practice Note No. 12/2001 of the Listing Requirements; and
- in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

Where a listed issuer has procured shareholders' mandate pursuant to the above, the provisions of paragraph 10.08 of the Listing Requirements shall not apply with regard to transactions as detailed in Part A of this Circular.

Accordingly, the Company proposes to seek the Proposed Shareholders' Mandate from its shareholders for the MPI Group to enter into transactions with related parties which are of a revenue or trading nature and necessary for the day-to-day operations of the MPI Group and on terms not more favourable to the related parties than those generally available to and/or from the public and are not detrimental to the minority shareholders.

The Proposed Shareholders' Mandate, if approved at the EGM, will take immediate effect and will continue to be in force until the conclusion of the year 2009 AGM of the Company or until the expiration of the period within which the year 2009 AGM is required by law to be held, unless revoked or varied by the Company in a general meeting, whichever is the earlier.

## **2.2 Classes of related parties**

Shareholders' approval is sought for the shareholders' mandate involving recurrent related party transactions of a revenue or trading nature which are necessary for the MPI Group's day-to-day operations and which are carried out by companies within the MPI Group with any of the following classes of related parties:-

- HLCM (a major shareholder of MPI through HLI) and persons connected with HLCM as listed in Appendix II of this Circular. Other than as disclosed in Section 6 of Part A of this Circular, the other companies in the Hong Leong Group as listed in Appendix II of this Circular do not hold any shares in MPI; and
- Hong Leong Investment Holdings Pte. Ltd. ("HLIH") (a major shareholder of MPI through HLCM) and persons connected with HLIH ("HLIH Group") including but not limited to City Developments Limited and Millennium & Copthorne Hotels plc and their subsidiaries and associated corporations. YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng and Mr Kwek Leng Kee, all major shareholders of MPI through HLCM, and Mr Quek Leng Chye, a shareholder of MPI and major shareholder of MPI through HLCM, are all directors and deemed major shareholders of HLIH. Mr Kwek Leng San, a director and shareholder of MPI is a brother of YBhg Tan Sri Quek Leng Chan and Mr Quek Leng Chye.

The details of shareholdings of HLCM, HLIH, HLI, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee in MPI are set out in Section 6 of Part A of this Circular.

### **2.3 Nature of recurrent related party transactions contemplated**

MPI is principally an investment holding company whilst the principal activities engaged by its subsidiaries are that of manufacturing, assembling, testing and sale of integrated circuits, semiconductor devices, electronic components and leadframes to customers world-wide. Details of subsidiaries of MPI undertaking the above activities are set out in Appendix III of this Circular.

The Hong Leong Group is involved in a diverse range of industries including, inter-alia, manufacturing and assembling of motorcycles, scooters, motorcycle engines and related parts and products, distribution of motorcycles and motorcycle components, provision of maintenance and repair services for motorcycles, provision of research and development services for motorcycles and tiles, manufacturing and sale of ceramic tiles, manufacturing and sale of newsprint and related paper products, banking and finance including Islamic Banking business and information technology related services, Takaful business, insurance, securities broking, fund management, unit trust fund services, futures broking, share registration, provision of nominees and custodian services, manufacturing and distribution of a wide range of building and infrastructural materials, manufacturing and sale of furniture, provision of interior fit-out services for the hospitality industry, marketing and property investment and development, project and property management, hotel operations, provision of management and training services and provision of security services. In addition, HLG Capital, an indirect subsidiary of HLCM, had announced that its wholly-owned subsidiary, HLG Credit, is proposing to acquire the entire equity interest in SBB Securities Sdn Bhd and identified assets and liabilities of Southern Investment Bank Berhad. Upon completion of the said proposed acquisitions by HLG Credit, the Hong Leong Group would also be involved in investment banking and corporate advisory services. In view of the diversity of Hong Leong Group's business, it is envisaged that in the normal course of business of MPI Group, transactions in respect of goods and/or services by companies in MPI Group with Hong Leong Group will occur with some degree of frequency from time to time and may arise at any time.

The Group Management And/Or Support Services are part of the shared services of companies within the Hong Leong Group. These shared services are provided in-house in order to align with the Hong Leong Group's corporate objective and management disciplines and to reduce operating cost and improve efficiency such as through economies of scale, better utilisation and allocation of resources, standardisation of processes, operating procedures and information technology. Accordingly, the Board considers it beneficial to enter into transactions in respect of the Group Management And/Or Support Services. The Group Management And/Or Support Services are carried out at arm's length, on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public and which will not be detrimental to the minority shareholders of MPI.

The Corporate Office Support Services represent the services provided by HLI-HUME MC in the planning, management and support of companies within the HLI Group, MPI Group, HIMB Group, Narra Group and Camerlin Group Berhad and its subsidiaries. These shared services are provided in order to reduce operating cost and improve efficiency.

(A) Details of recurrent related party transactions with Hong Leong Group are as follows:-

Transaction	Vendor/ Provider	Purchaser/ Recipient	Interested related parties	* Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate (RM' million)
a) Rental of shared office space at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur measuring in area of approximately 909 square feet from HLI-HUME MC	HLI-HUME MC**	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	0.1
b) Receipt of services:-  Stock broking services, underwriting and placement services, shares and securities services, investment banking and corporate advisory services, investment and fund management services, and unit trust fund services  Insurance services  Hotel related services  Security guard services	HLG Capital and its subsidiaries  HLA  GLM, GL and their subsidiaries  Guardian	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	0.5  0.2  0.4  0.1
c) Receipt of Corporate Office Support Services	HLI-HUME MC	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	2.0
d) Purchase of motorcycles and parts, furniture and other related products and building materials	Hong Leong Group	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	5.0

Transaction	Vendor/ Provider	Purchaser/ Recipient	Interested related parties	* Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate (RM' million)
e) Receipt of Group Management And/Or Support Services	Hong Leong Group	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	15.0
f) Payment for usage of the Hong Leong Group's logos and trade marks	Hong Leong Group	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLI and HLCM	0.1

(B) Details of recurrent related party transactions with HLIH Group are as follows:-

Transaction	Vendor/ Provider	Purchaser/ Recipient	Interested related parties	* Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate (RM' million)
Receipt of hotel-related services	HLIH Group	MPI Group	Tan Sri Quek Leng Chan, Kwek Leng San, Kwek Leng Beng, Quek Leng Chye and Kwek Leng Kee	0.5

Notes:

\* *The estimated values of the transactions from the forthcoming EGM to the date of the next AGM are based on the total values transacted during the financial year ended 30 June 2008. The values of these transactions may be subject to changes.*

\*\* *HLI-HUME MC has a tenancy agreement with HLA for the rental of the said office space for a tenure of up to 3 years with an option to renew. The rental payment is shared between HLI-HUME MC, MPI, Narra and Camerlin Group Berhad.*

## **2.4 Method or procedures on which transaction prices are determined/review procedures for recurrent related party transactions**

To ensure that the recurrent related party transactions, which are in the ordinary course of business, are conducted at arm's length and based on commercial terms consistent with the MPI Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public and are not detrimental to the minority shareholders, the following principles will apply:-

- i) The purchase of goods and other products and the receipt of services shall be determined based on prevailing rates/prices of the same (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk purchases) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations;
- ii) The leasing/rental of properties shall be at the prevailing market rates for the same or substantially similar properties and shall be on commercial terms;
- iii) The receipt of Corporate Office Support Services are based on commercial terms;
- iv) The receipt of Group Management And/Or Support Services are based on commercial terms; and
- v) The payment for usage of the Hong Leong Group's logos and trade marks is based on commercial terms.

To monitor the recurrent related party transactions, the following review procedures have been implemented:-

- i) A register is maintained to record recurrent related party transactions which are entered into pursuant to the Proposed Shareholders' Mandate; and
- ii) The Board Audit & Risk Management Committee will undertake quarterly review of recurrent related party transactions to ensure that such transactions are undertaken at arm's length, on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, are not detrimental to the minority shareholders and are in the best interest of the MPI Group. In their review and approval of such transactions, the Board Audit & Risk Management Committee may, as they deem fit, request for additional information pertaining to the transactions from independent sources or advisers. The Board Audit & Risk Management Committee also has the discretion to revise and impose additional procedures.

The Board Audit & Risk Management Committee of the Company has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the review procedures for the recurrent related party transactions are sufficient to ensure that such transactions will be carried out at arm's length and based on commercial terms consistent with the MPI Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public and are not detrimental to the minority shareholders.

## **2.5 Validity period of the Proposed Shareholders' Mandate**

The Proposed Shareholders' Mandate if approved at the forthcoming EGM to be held on Tuesday, 21 October 2008, shall take immediate effect and shall continue to be in force until:-

- i) the conclusion of the next AGM following the forthcoming EGM on 21 October 2008 at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
  - iii) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier.

The Proposed Shareholders' Mandate at each subsequent AGM is subject to the satisfactory review by the Board Audit & Risk Management Committee of the Company of its continued application to related party transactions.

## **2.6 Disclosure**

Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of transactions conducted, types of transactions made, names of the related parties involved and their relationship with the Company pursuant to the Proposed Shareholders' Mandate during the financial year in accordance with paragraph 10.09(1) and Practice Note No. 12/2001 of the Listing Requirements.

## **3. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The rationale for and the benefit of the Proposed Shareholders' Mandate to the MPI Group are as follows:-

- i) The Proposed Shareholders' Mandate will facilitate transactions with related parties in the ordinary course of business of MPI Group, undertaken at arm's length, on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public and are not detrimental to the minority shareholders. The MPI Group has dealt with the related parties mentioned in Section 2.3 above for many years and has established good business relationship with them.
- ii) The Proposed Shareholders' Mandate will enhance the MPI Group's ability to pursue business opportunities which are time-sensitive in nature and will eliminate the need for the Company to convene separate general meetings to seek shareholders' approval for each transaction.
- iii) For certain transactions, where it is vital that confidentiality be maintained, it would not be viable to obtain prior shareholders' approval, as releasing details of the transactions prematurely may adversely affect and prejudice the MPI Group's interests and place MPI Group at a disadvantage as compared with its competitors who may not require shareholders' approval to be obtained.

- iv) The Proposed Shareholders' Mandate will substantially reduce the expenses associated with convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channeled towards attaining other corporate objectives.
- v) In respect of the Corporate Office Support Services and Group Management And/Or Support Services, the Proposed Shareholders' Mandate will enable MPI Group to reduce operating cost and to improve efficiency, thereby improving business and administrative efficacy for MPI Group.

#### 4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material effect on the share capital, shareholdings of substantial shareholders of MPI and earnings or the net assets of the MPI Group.

#### 5. CONDITION OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of MPI at the forthcoming EGM to be convened.

#### 6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

HLCM is a major shareholder of MPI through HLI. YBhg Tan Sri Quek Leng Chan, a major shareholder of MPI, is a Director and a major shareholder of HLCM. Mr Kwek Leng San is a Director and a shareholder of MPI and HLCM. Mr Quek Leng Chye is a shareholder of MPI and a major shareholder of MPI and HLCM. Mr Kwek Leng Beng is a Director of HLCM and a major shareholder of MPI and HLCM. Mr Kwek Leng Kee is a major shareholder of MPI and HLCM. YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San and Mr Quek Leng Chye are brothers.

The shareholdings of HLCM, HLIH, HLI, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee in MPI as at 12 September 2008 are as follows:-

	No. of Shares held in MPI			
	Direct	%	Indirect	%
HLCM	-	-	127,629,809*	64.17*
HLIH	-	-	127,629,809**	64.17**
HLI	114,998,647	57.82	7,039,700#	3.54#
Tan Sri Quek Leng Chan	-	-	127,683,309@	64.19@
Kwek Leng San	315,000	0.158	-	-
Quek Leng Chye	150,000	0.075	127,629,809**	64.17**
Kwek Leng Beng	-	-	127,629,809**	64.17**
Kwek Leng Kee	-	-	127,629,809**	64.17**

Notes:

- \* *Held through HLI, Maxider Sdn Bhd, Hong Leong Share Registration Services Sdn Bhd, HLA, Hong Leong Bank Berhad, Asia Fountain Investment Company Limited and HLCM Capital Sdn Bhd*
- \*\* *Held through HLCM*
- # *Held through Maxider Sdn Bhd*
- @ *Held through HLCM and a company in which YBhg Tan Sri Quek Leng Chan has interest*

Mr Kwek Leng San had abstained and will continue to abstain from deliberation and voting on the ordinary resolutions in which he has interest in pertaining to the Proposed Shareholders' Mandate at the MPI Board level.

HLCM, HLIH, HLI, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng San, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee will abstain and will ensure that persons connected with them will also abstain from voting, in respect of their direct and/or indirect interests, on the ordinary resolutions pertaining to the Proposed Shareholders' Mandate at the forthcoming EGM to be convened.

Save as disclosed above, none of the other Directors and major shareholders of MPI and persons connected with them, has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

## **7. DIRECTORS' RECOMMENDATION**

Your Board (except for Mr Kwek Leng San who had abstained from expressing any opinion in relation to the ordinary resolutions in view of his interest), having taken into consideration all aspects of the Proposed Shareholders' Mandate, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the MPI Group and accordingly, your Board (except for Mr Kwek Leng San) recommends that you vote in favour of the ordinary resolutions for the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM to be convened.

## **8. EXTRAORDINARY GENERAL MEETING**

An EGM, notice of which is enclosed herein, will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the forthcoming AGM of the Company to be held at 10.00 a.m. on the same day, to seek your approval for the Proposed Shareholders' Mandate.

If you are unable to attend the EGM in person, please complete the enclosed Form of Proxy and forward it to the Registered Office of MPI at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, so as to arrive not less than forty-eight (48) hours before the time for convening the EGM or at any adjournment thereof.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the EGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

## **9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix V of this Circular for further information.

Yours faithfully  
For and on behalf of the Board

SYED ZAID BIN SYED JAFFAR ALBAR  
Director



**PART B**

**PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY  
THE COMPANY**

## DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout Part B of this Circular:-

“AGM”	:	Annual General Meeting
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	Malaysian Code on Take-Overs and Mergers 1998 as amended from time to time and any re-enactment thereof
“Board” or “Directors”	:	Board of Directors of MPI
“EGM”	:	Extraordinary General Meeting
“MPI” or “the Company”	:	Malaysian Pacific Industries Berhad
“MPI Group”	:	MPI and its subsidiaries
“NA”	:	Net assets
“Proposed Share Buyback”	:	Proposal to enable MPI to purchase and/or hold up to ten per centum (10%) of its own Shares
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Shares”	:	Issued and paid-up ordinary shares of RM0.50 each in MPI
“the Act”	:	Companies Act, 1965 as amended from time to time and any re-enactment thereof



# Malaysian Pacific Industries Berhad (4817-U)

A Member of the Hong Leong Group  
(Incorporated in Malaysia)

Registered Office:  
Level 9, Wisma Hong Leong  
18 Jalan Perak  
50450 Kuala Lumpur

29 September 2008

## **DIRECTORS:**

Mr Kwek Leng San (Executive Chairman/Non-Independent)  
Mr David Edward Comley (Group Managing Director/Non-Independent)  
Tuan Syed Zaid bin Syed Jaffar Albar (Non-Executive Director/Independent)  
Mr Tan Keok Yin (Non-Executive Director/Independent)  
YBhg Tan Sri Asmat bin Kamaludin (Non-Executive Director/Independent)

To: The Shareholders of Malaysian Pacific Industries Berhad

Dear Sir/Madam

## **PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY**

### **1. INTRODUCTION**

At the Company's EGM held on 23 October 2007, your Directors had obtained shareholders' authorisation for the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share capital of MPI for the time being ("Authorisation").

In accordance with Chapter 12 of the Listing Requirements of Bursa Securities, the Authorisation shall lapse at the conclusion of the forthcoming AGM scheduled for 21 October 2008, unless the Authorisation is renewed.

Consequently, on 26 September 2008, the Company announced that your Directors propose to seek shareholders' approval for renewal of the authority to undertake the Proposed Share Buyback at the forthcoming EGM to be held on Tuesday, 21 October 2008.

The purpose of Part B of this Circular is to provide you with the details of the Proposed Share Buyback and to seek your approval on the ordinary resolution to be tabled at the EGM to be convened on Tuesday, 21 October 2008, notice of which is set out in this Circular.

## 2. DETAILS OF THE PROPOSED SHARE BUYBACK

Your Directors propose to seek the renewal of authority from the shareholders of MPI for the Company to purchase and/or hold its Shares up to ten per centum (10%) of the issued and paid-up share capital of MPI for the time being. As at 15 September 2008, the Company had purchased 10,982,000 Shares which are held as treasury shares. The current issued and paid-up share capital of the Company, before adjusting for the treasury shares held, is RM104,942,209.50 divided into 209,884,419 Shares. The maximum number of Shares which may be purchased and/or held as treasury shares by the Company is 10,006,441 Shares (excluding the 10,982,000 treasury shares held), which is ten per centum (10%) of the issued and paid-up share capital of MPI.

The funding of the Proposed Share Buyback will be from internally generated funds and/or borrowings, the proportion of which will depend on the quantum of Shares purchased, the purchase consideration as well as the availability of funds of the MPI Group at the time of purchase(s). In the event that the Proposed Share Buyback is funded by bank borrowings, the amount of bank borrowings will depend on the amount of Shares purchased by the Company and its repayment capabilities. Your Directors will ensure that the Company is able to meet the repayment of such borrowings, if any. The Company's net cashflow may decline to the extent of the interest costs associated with such borrowings. The maximum fund to be allocated by the Company for the Proposed Share Buyback will be made wholly out of retained profits and/or share premium account. As of 30 June 2008, the audited retained profits and share premium of the Company were RM254.15 million and RM249.95 million respectively.

The Proposed Share Buyback will be effective immediately upon the passing of the ordinary resolution for the Proposed Share Buyback up to the conclusion of the next AGM of MPI, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM after the date on which the authority conferred by the resolution is required by law to be held, whichever occurs first.

In accordance with the Listing Requirements of Bursa Securities, MPI may only purchase the Shares on Bursa Securities at a price which is not more than fifteen per cent (15%) above the weighted average market price for the Shares for the past five (5) market days immediately preceding the date of purchase(s) and the Company may only resell treasury shares on Bursa Securities at:-

- a) a price which is not less than the weighted average market price for the Shares for the past five (5) market days immediately prior to the resale; or
- b) a discounted price of not more than 5% to the weighted average market price for the Shares for the five (5) market days immediately prior to the resale provided that the resale takes place no earlier than thirty (30) days from the date of purchase and the resale price is not less than the cost of purchase of the Shares being resold.

The Proposed Share Buyback will allow your Directors to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period. The actual number of Shares to be purchased, the total amount of funds involved for each purchase, and the timing of the purchase will depend on the prevailing market conditions and sentiments of the stock market as well as the financial resources available to the Company.

The Directors will deal with the Shares so purchased in the following manner:-

- i) cancel the Shares so purchased;
- ii) retain the Shares so purchased as treasury shares;
- iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
- iv) distribute all or part of the treasury shares as dividends to shareholders, and/or resell on Bursa Securities, and/or cancel all or part of them.

Upon each purchase of Shares, an immediate announcement will be made to Bursa Securities on the day the purchase is made in respect of the intention of the Directors whether to cancel the Shares so purchased, retain them as treasury shares or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale or cancellation of Shares.

In considering how the Shares so purchased will be dealt with, the Directors will take into consideration, inter-alia, factors such as the prevailing market price of MPI Shares, the intrinsic value of MPI Shares and effects on the earnings and NA of the MPI Group.

Your Directors will ensure that the Proposed Share Buyback and/or the resale of treasury shares will be conducted in accordance with laws prevailing at the time of the purchase and/or resale and will not engage in speculative trading activities.

### **3. RATIONALE/POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUYBACK**

The Proposed Share Buyback will enable MPI to utilise its financial resources to purchase its own Shares which may enhance the return on equity through the resultant reduction of share capital base.

The Shares to be purchased by the Company pursuant to the Proposed Share Buyback may be retained as treasury shares which can be resold in the market subsequently. In this respect, the Proposed Share Buyback may provide an opportunity for the Company to purchase its own Shares when the market prices of the Shares are below the intrinsic value in order to realise potential capital gains in the event that the market prices of the Shares appreciate in future. Therefore, the Proposed Share Buyback may enhance the value of shareholders' wealth through the increase in earnings and NA of the MPI Group. In the event that the treasury shares are distributed as dividends by MPI, the distribution may then serve as a reward to the shareholders of the Company.

The Proposed Share Buyback will, however, reduce the financial resources of MPI and may result in MPI foregoing any investment opportunities which may emerge in the future or any interest income that may be derived from depositing such funds with interest bearing instruments. The Proposed Share Buyback may also result in a reduction of financial resources available for distribution in the form of cash dividends to shareholders.

The Board will consider the interest of the Company and its shareholders when undertaking the purchase of the Company's own Shares.

### **4. EFFECTS OF THE PROPOSED SHARE BUYBACK**

The effects of the Proposed Share Buyback on the share capital, earnings, NA and working capital of MPI are as set out below:-

#### **4.1 Share Capital**

On the assumption that the Proposed Share Buyback is carried out in full and the Shares so purchased, including the 10,982,000 treasury shares held, are fully cancelled, the Proposed Share Buyback will result in the issued and paid-up share capital of MPI as at 15 September 2008 to be reduced by 20,988,441 Shares from RM104,942,209.50 comprising 209,884,419 Shares to RM94,447,989.00 comprising 188,895,978 Shares as follows:-

	No of Shares	RM
Existing issued and paid-up share capital as at 15 September 2008 (before adjusting for the treasury shares held)	209,884,419	104,942,209.50
No. of Shares reduced (Assuming the Shares so purchased, including the treasury shares held, are fully cancelled)	20,988,441	10,494,220.50
Upon completion of the Proposed Share Buyback	188,895,978	94,447,989
No. of Shares held in treasury as at 15 September 2008	10,982,000	5,491,000

Pursuant to the Act, if the Shares so purchased are treated as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the company for any purposes including, without limiting the generality of this provision, the provisions of any law or requirements of the articles of association of the company or the listing rules of a stock exchange on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

#### 4.2 Earnings

The effect of the Proposed Share Buyback on the earnings of the MPI Group depends on the actual number of Shares purchased and the purchase price(s).

#### 4.3 Net Assets and Working Capital

The Proposed Share Buyback may increase or decrease the NA per Share depending on the purchase price(s) of the MPI Shares to be purchased. The NA per Share of the MPI Group is likely to increase if the purchase price is less than the NA per Share of the MPI Group and decrease if the purchase price exceeds the NA per Share of the MPI Group at the time when the Shares are purchased.

The Proposed Share Buyback would further reduce the working capital of the MPI Group, the quantum of which will depend on the purchase price(s) and the number of Shares that would be purchased pursuant to the Proposed Share Buyback.

### 5. DIRECTORS' SHAREHOLDINGS

The shareholdings of the Directors of MPI according to the Register of Directors' Shareholdings as at 15 September 2008, before and after the Proposed Share Buyback, are as follows:-

	←--Before Proposed Share Buyback ---→				←-- After Proposed Share Buyback @---→			
	No. of Shares/*Shares to be acquired arising from the exercise of options				No. of Shares/*Shares to be acquired arising from the exercise of options			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Kwek Leng San	315,000	0.158	-	-	315,000	0.167	-	-

	←---Before Proposed Share Buyback ---→				←-- After Proposed Share Buyback @---→			
	No. of Shares/*Shares to be acquired arising from the exercise of options				No. of Shares/*Shares to be acquired arising from the exercise of options			
	Direct	%	Indirect	%	Direct	%	Indirect	%
David Edward Comley	60,000 1,500,000*	0.030 0.754	- -	- -	60,000 1,500,00*	0.032 0.794	- -	- -
Syed Zaid bin Syed Jaffar Albar	-	-	-	-	-	-	-	-
Tan Keok Yin	-	-	-	-	-	-	-	-
Tan Sri Asmat bin Kamaludin	-	-	-	-	-	-	-	-

Note:

@ Assuming the Proposed Share Buyback is implemented in full and all the Shares so purchased are either kept as treasury shares or fully cancelled

## 6. SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The Substantial Shareholders and their respective shareholdings according to the Register of Substantial Shareholders as at 15 September 2008, before and after the Proposed Share Buyback, are as follows:

	←---Before Proposed Share Buyback---→				←---After Proposed Share Buyback @ ---→			
	No. of Shares held				No. of Shares held			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Hong Leong Industries Berhad ("HLI")	114,998,647	57.82	7,039,700#	3.54#	114,998,647	60.88	7,039,700#	3.73#
Hong Leong Company (Malaysia) Berhad ("HLCM")	-	-	127,629,809##	64.17##	-	-	127,629,809##	67.57##
YBhg Tan Sri Quek Leng Chan	-	-	127,683,309**	64.19**	-	-	127,683,309**	67.59**
HL Holdings Sdn Bhd	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Hong Realty (Private) Limited	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Hong Leong Investment Holdings Pte Ltd	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Kwek Holdings Pte Ltd	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*

	←---Before Proposed Share Buyback---→				←----After Proposed Share Buyback @ ----→			
	No. of Shares held		No. of Shares held		No. of Shares held		No. of Shares held	
	Direct	%	Indirect	%	Direct	%	Indirect	%
Mr Kwek Leng Beng	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Mr Kwek Leng Kee	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Davos Investment Holdings Private Limited	-	-	127,629,809*	64.17*	-	-	127,629,809*	67.57*
Mr Quek Leng Chye	150,000	0.075	127,629,809*	64.17*	150,000	0.079	127,629,809*	67.57*
Amanah Raya Nominees (Tempatan) Sdn Bhd – Skim Amanah Bumiputera	15,150,400	7.62	-	-	15,150,400	8.02	-	-

Notes:

# Held through Maxider Sdn Bhd (“Maxider”)

## Held through HLI, Maxider, HLCM Capital Sdn Bhd, Hong Leong Share Registration Services Sdn Bhd, Hong Leong Assurance Berhad, Hong Leong Bank Berhad and Asia Fountain Investment Company Limited

\* Held through HLCM

\*\* Held through HLCM and a company in which YBhg Tan Sri Quek Leng Chan has interest

@ Assuming the Proposed Share Buyback is implemented in full and all the Shares so purchased are either kept as treasury shares or fully cancelled

## 7. PUBLIC SHAREHOLDING SPREAD

As at 15 September 2008, the public shareholding spread of the Company was 35.54%. The public shareholding spread is expected to be reduced to 32.12% assuming the Proposed Share Buyback is implemented in full with the purchase from public shareholders and all the Shares so purchased, are either held as treasury shares or cancelled.

## 8. PURCHASES OF SHARES OR RESALE OF TREASURY SHARES MADE IN THE PREVIOUS TWELVE (12) MONTHS

As at 15 September 2008, the Company had purchased 10,982,000 Shares, which are held as treasury shares. The following are details of the purchases of own Shares made by MPI in the previous twelve (12) months preceding the date of printing of this Circular:-

Date	No. of Shares	Consideration paid* (RM)	Highest price paid (RM)	Lowest price paid (RM)	Average price paid (RM)
27.11.2007	1,000	9,050,000	9.05	9.05	9.05
27.05.2008	1,000	8,550,000	8.55	8.55	8.55
Total	2,000	17,600.00			

Note:

\* Excluding brokerage and stamp duty

The Shares purchased were retained in treasury. MPI has not resold any of its treasury shares in the previous twelve (12) months preceding the date of printing of this Circular. There is no cancellation of shares made in the previous twelve (12) months preceding the date of printing of this Circular.



## 9. IMPLICATION OF THE CODE

Based on the Company's Register of Substantial Shareholders as at 15 September 2008, it is unlikely that the provisions on mandatory takeovers under the Code will be triggered by any shareholder of MPI solely by reason of the Proposed Share Buyback being carried out in full.

## 10. SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the last twelve (12) months from September 2007 to August 2008 are as follows:-

	<b>High RM</b>	<b>Low RM</b>
<b>2007</b>		
September	9.20	8.70
October	9.35	9.00
November	9.20	8.60
December	9.30	8.90
<b>2008</b>		
January	9.30	8.50
February	9.05	8.70
March	8.95	8.50
April	8.90	8.55
May	8.95	7.85
June	7.40	6.95
July	7.05	6.60
August	7.05	6.90

The closing price of MPI Shares on 24 September 2008, being the latest transacted price prior to the printing of this Circular, is RM7.10.

*(Source: The Bloomberg)*

## 11. CONDITION OF THE PROPOSED SHARE BUYBACK

The Proposed Share Buyback is conditional upon the approval from the shareholders of MPI at the forthcoming EGM to be convened.

## 12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the proportionate increase in the percentage shareholdings and/or the voting rights of the shareholders in the Company, none of the Directors and substantial shareholders and/or persons connected with them, has any interest, direct or indirect, in the Proposed Share Buyback or any resale of treasury shares.

**13. DIRECTORS' RECOMMENDATION**

Your Board, having taken into consideration all aspects of the Proposed Share Buyback, is of the opinion that the Proposed Share Buyback is in the best interest of the Company and accordingly, recommends that you vote in favour of the ordinary resolution for the Proposed Share Buyback to be tabled at the forthcoming EGM to be convened.

**14. EXTRAORDINARY GENERAL MEETING**

An EGM, notice of which is enclosed herein, will be held at the Theatrette, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the forthcoming AGM of the Company to be held at 10.00 a.m. on the same day, to seek your approval for the Proposed Share Buyback.

If you are unable to attend the EGM in person, please complete the enclosed Form of Proxy and forward it to the Registered Office of MPI at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, so as to arrive not less than forty-eight (48) hours before the time for convening the EGM or any adjournment thereof.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the EGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

**15. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix V of this Circular for further information.

Yours faithfully  
For and on behalf of the Board

DAVID EDWARD COMLEY  
Group Managing Director

**PART C**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

## **DEFINITIONS**

Except where the context otherwise requires, the following definitions apply throughout Part C of this Circular:-

“AGM”	:	Annual General Meeting
“Articles”	:	Articles of Association of MPI
“Board” or “Directors”	:	Board of Directors of MPI
“EGM”	:	Extraordinary General Meeting
“MPI” or “Company”	:	Malaysian Pacific Industries Berhad
“MPI Group”	:	MPI and its subsidiaries
“Listing Requirements”	:	Listing Requirements of Bursa Malaysia Securities Berhad, as amended from time to time
“Proposed Amendments”	:	Proposed Amendments to the Articles as detailed in Appendix IV of this Circular



# **Malaysian Pacific Industries Berhad** (4817-U)

A Member of the Hong Leong Group  
(Incorporated in Malaysia)

Registered Office:  
Level 9, Wisma Hong Leong  
18 Jalan Perak  
50450 Kuala Lumpur

29 September 2008

## **DIRECTORS:**

Mr Kwek Leng San (Executive Chairman/Non-Independent)  
Mr David Edward Comley (Group Managing Director/Non-Independent)  
Tuan Syed Zaid bin Syed Jaffar Albar (Non-Executive Director/Independent)  
Mr Tan Keok Yin (Non-Executive Director/Independent)  
YBhg Tan Sri Asmat bin Kamaludin (Non-Executive Director/Independent)

To: The Shareholders of Malaysian Pacific Industries Berhad

Dear Sir/Madam

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

### **1. INTRODUCTION**

On 26 September 2008, the Company announced that your Directors propose to seek shareholders' approval for the Proposed Amendments.

The purpose of Part C of this Circular is to provide you with the details of the Proposed Amendments and to seek your approval on the special resolution to be tabled at the EGM to be held on Tuesday, 21 October 2008, notice of which is set out in this Circular.

### **2. DETAILS OF THE PROPOSED AMENDMENTS**

Pursuant to the revamped Listing Requirements, a listed company is required to ensure that the provisions set out in the Listing Requirements are contained in the Articles. The details of the Proposed Amendments are set out in Appendix IV of this Circular.

### **3. RATIONALE FOR THE PROPOSED AMENDMENTS**

The Proposed Amendments are to enable the Company to align the Articles with recent amendments to the Listing Requirements, to improve on and ensure consistency throughout the Articles.

### **4. EFFECTS OF THE PROPOSED AMENDMENTS**

The Proposed Amendments will not have any impact on the issued and paid-up share capital, shareholdings of substantial shareholders, net assets, earnings and dividends of the MPI Group.

**5. CONDITION OF THE PROPOSED AMENDMENTS**

The Proposed Amendments are subject to the approval of the shareholders of MPI at the forthcoming EGM to be convened.

**6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

None of the Directors and substantial shareholders of MPI or persons connected with the Directors and substantial shareholders of MPI, has any interest, direct or indirect, in the Proposed Amendments.

**7. DIRECTORS' RECOMMENDATION**

Your Board, having taken into consideration all aspects of the Proposed Amendments, is of the opinion that the Proposed Amendments are in the best interest of the Company and accordingly, recommends that you vote in favour of the special resolution for the Proposed Amendments to be tabled at the forthcoming EGM to be convened.

**8. EXTRAORDINARY GENERAL MEETING**

An EGM, notice of which is enclosed herein, will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the forthcoming AGM of the Company to be held at 10.00 a.m. on the same day, to seek your approval for the Proposed Amendments.

If you are unable to attend the EGM in person, please complete the enclosed Form of Proxy and forward it to the Registered Office of MPI at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, so as to arrive not less than forty-eight (48) hours before the time for convening the EGM or at any adjournment thereof.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the EGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

**9. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix V of this Circular for further information.

Yours faithfully  
For and on behalf of the Board

DAVID EDWARD COMLEY  
Group Managing Director

## DEFINITIONS PURSUANT TO THE LISTING REQUIREMENTS

“related party or parties”	means a director, major shareholder or person connected with such director or major shareholder.
“director”	shall have the meaning given in Section 4 of the Companies Act, 1965 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the listed issuer or any other company which is its subsidiary or holding company or a chief executive officer of the listed issuer, its subsidiary or holding company.
“major shareholder”	<p>includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder (means a person who has an interest or interests in one or more voting shares in a company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; or (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the company) of the listed issuer or any other company which is its subsidiary or holding company.</p> <p>(For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Companies Act, 1965).</p>
“person connected”	<p>in relation to a director or a major shareholder, means such person who falls under any one of the following categories:-</p> <ol style="list-style-type: none"> <li>a) a member of the director’s or major shareholder’s family;</li> <li>b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder or a member of the director’s or major shareholder’s family is the sole beneficiary;</li> <li>c) a partner of the director, major shareholder or a partner of a person connected with that director or major shareholder;</li> <li>d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;</li> <li>e) a person in accordance with whose directions, instructions or wishes the director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;</li> </ol>

- f) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;
- g) a body corporate or its directors whose directions, instructions or wishes the director or major shareholder is accustomed or under an obligation, whether formal or informal, to act;
- h) a body corporate in which the director, major shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- i) a body corporate which is a related corporation.



## PERSONS CONNECTED WITH HLCCM AS AT 12 SEPTEMBER 2008

Company	Deemed interest of HLCCM as at 12.09.2008 (%)	Nature of business
1. HL Management Co Sdn Bhd and its subsidiaries and/or its related corporations	100.00	Provision of management and training services and investment holding
2. Hong Leong Fund Management Sdn Bhd and its subsidiaries	70.00	Provision of fund management, nominees and custodian services
3. Hong Leong Share Registration Services Sdn Bhd	100.00	Provision of share registration services
4. Guardian Security Consultants Sdn Bhd	20.00	Provision of security services
5. GuoLine Group Management Co. Limited and its subsidiaries	100.00	Investment holding and provision of management services
6. GuoLine Intellectual Assets Limited	100.00	Intellectual properties holding company
7. Hong Leong Financial Group Berhad and its unlisted subsidiaries and associated corporations	77.31	Investment holding and provision of services to its subsidiaries to enhance group value, life and general insurances, general insurance business including statutory insurance
8. Hong Leong Bank Berhad and its subsidiaries and associated corporations	64.33	Commercial banking business and provision of related services which include Islamic Banking business, finance company business, takaful business, leasing and hire purchase activities, real property investment, property investment holding, agent and nominee for clients and investment in offshore securities
9. HLG Capital Berhad and its subsidiaries and associated corporations	75.00	<p>Investment holding, stock and securities broking, provision of nominees and custodian services, asset management, sales of unit trust and management of unit trust funds, futures broking, corporate advisory services and provision of online stock trading facilities and investment in offshore securities.</p> <p>In addition, HLG Capital had announced that its wholly-owned subsidiary, HLG Credit, is proposing to acquire the entire equity interest in SBB Securities Sdn Bhd and identified assets and liabilities of Southern Investment Bank Berhad. Upon completion of the said proposed acquisitions by HLG Credit, HLG Capital would also be involved in investment banking and corporate advisory services.</p>

<b>Company</b>	<b>Deemed interest of HLCCM as at 12.09.2008 (%)</b>	<b>Nature of business</b>
10. GuocoLand (Malaysia) Berhad and its subsidiaries and associated corporations	64.99	Investment holding, property development, property investment, hotel operations, trading in securities, provision of management services and operation of oil palm estates
11. Hong Leong Industries Berhad and its unlisted subsidiaries and associated corporations	66.18	Investment holding, manufacturing and assembling of motorcycles, scooters, motorcycle engines and related parts and products, distribution of motorcycles and motorcycle components, manufacturing and sale of ceramic tiles, provision of maintenance and repair service for motorcycles, provision of research and development services for motorcycles and tiles and manufacturing and sale of newsprint and related paper products
12. Southern Steel Berhad and its subsidiaries and associated corporations	41.46	Manufacturing and trading of billets, steel bars and wire rods, investment holding, manufacture and sale of steel products, steel wire products, steel pipes, wire mesh, wire ropes, galvanized wires and strands and pre-stressed concrete strands and wires
13. Hume Industries (Malaysia) Berhad and its unlisted subsidiaries and associated corporations	64.93	Investment holding, manufacture and sale of concrete products, manufacturer and sale of cellulose and fibre cement products and concrete roofing tiles
14. Narra Industries Berhad and its subsidiaries and associated corporations	61.59	Investment holding, manufacture and sale of wood-based furniture and supply of furniture and provision of interior fit-out services for the hospitality industry
15. Guoco Group Limited and its unlisted subsidiaries and associated corporations	66.81	Investment holding, principal investment, property investment as well as financial services including stock and commodity broking and investment advisory
16. GuocoLand Limited and its unlisted subsidiaries and associated corporations	64.97	Investment holding, investment trading, property development and investment, property management and property related services

<b>Company</b>	<b>Deemed interest of HLCM as at 12.09.2008 (%)</b>	<b>Nature of business</b>
17. Prime Orion Philippines, Inc. and its subsidiaries and associated corporations	19.06	Investment holding, property development and other property-related services, manufacturing and distribution of ceramic floor and wall tiles; information technology consultancy services and non-life insurance services
18. Lam Soon (Hong Kong) Limited and its subsidiaries and associated corporations	57.53	Investment holding, importing, processing and trading of flour products, manufacturing, processing and trading of edible oils, processing and trading of detergent products
19. Cyber Bay Corporation and its subsidiary	23.00	Property development
20. GuocoLeisure Limited (formerly known as BIL International Limited) and its subsidiaries and associated corporations	54.80	GL's primary role is as an active investor with strategic shareholdings and active investment management aimed at extracting and maximising shareholders' value

## ACTIVITIES OF MPI GROUP AS AT 12 SEPTEMBER 2008

<b>Name of Company</b>	<b>Effective % held</b>	<b>Principal Activity</b>
Carsem (M) Sdn Bhd and its subsidiary:	70	Manufacturing and testing of semiconductor devices and electronic components
Carsem Semiconductor Sdn Bhd	70	Dormant
Carter Realty Sdn Bhd and its subsidiary:	70	Investment holding
Carsem Inc.	70	Semiconductor devices' and electronic components' marketing agent
Dynacraft Industries Sdn Bhd	100	Manufacturing and sale of leadframes
Advance Dyna, Inc (formerly known as Dyna-Craft Industries, Inc)	100	Dormant
MPI (BVI) Limited	100	Investment holding and trading in securities
Carsem Holdings Limited and its subsidiary:	100	Investment holding
Carsem Semiconductor (Suzhou) Co., Ltd.	100	Manufacturing and testing of semiconductor devices and electronic components

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF MPI

Details of the Proposed Amendments

- (1) The existing Article 2 is to be amended whereby (i) the affected existing definitions (with the changes pursuant to the Proposed Amendments marked up) are reproduced in the second column below and the clear amended version of such definitions are reproduced in the third column; (ii) all references to the numberings of Article 2 are to be renumbered accordingly; and (iii) all references to the following definitions throughout the whole Articles be changed accordingly.

Article No.	Existing Definition with Amendments Marked	Clear Amended Version
Article 2 Interpretation	<p>(a) “the Act” means the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force <u>or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.</u></p> <p><del>(b) “Approved Market Place” means a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998 or any statutory modification, amendment or re-enactment thereof for the time being in force.</del></p> <p>(d) “Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force <u>and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.</u></p> <p>(e) <del>“Central Depository” means the Bursa Malaysian Central Depository Sdn Bhd or its successor or such other name by which it shall be known from time to time. and, where the context requires, any company specified by it, in a notice given to the Company, as its nominee company.</del></p>	<p>(a) “the Act” means the Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.</p> <p>[Deleted]</p> <p>(d) “Central Depositories Act” means the Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.</p> <p>(e) “Depository” means Bursa Malaysia Depository Sdn Bhd or its successor or such other name by which it shall be known from time to time.</p>

Article No.	Existing Definition with Amendments Marked	Clear Amended Version
	<p>(g) “Depositor” means a holder of a <del>s</del>Securities <del>a</del>Account <u>established by the Depository in which there is a credit balance of securities in the Company.</u></p> <p>(h) “Deposited Security” means a security standing to the credit of a <del>s</del>Securities <del>a</del>Account <del>of—a</del> <del>Depositor</del> <u>and includes a security in a Securities Account that is in suspense</u> subject to the <u>provisions of the Central Depositories Act and the Rules</u> <del>and includes a security in a securities account that is in suspense.</del></p> <p>(i) “the Directors” or “<u>the Board</u>” means the Directors for the time being of the Company.</p> <p>(j) “<del>D</del>ividend” includes bonus.</p> <p>(k) “the Exchange” means <del>the Kuala Lumpur Stock Exchange</del> <u>Bursa Malaysia Securities Berhad or such other name by which it shall be known from time to time.</u></p> <p>(m) “Member” or “<del>S</del>shareholder” or “holder of shares” or any like expression means any person<del>(s)</del> for the time being holding shares in the Company and whose name(s) appear(s) in the Register <del>of Members</del> (except <u>Bursa the Malaysian—Central Depository Nominees Sdn Bhd</u>) including <del>d</del>Depositors <del>whose name appear in the Record of Depositors</del> <u>who shall be treated as if they were Members pursuant to Section 35 of the Central Depositories Act (or any amendments thereof) but excludes the Depository in its capacity as bare trustee.</u></p> <p>(n) “<del>M</del>month” means <del>C</del>alendar <del>M</del>month.</p>	<p>(g) “Depositor” means a holder of a Securities Account established by the Depository in which there is a credit balance of securities in the Company.</p> <p>(h) “Deposited Security” means a security standing to the credit of a Securities Account and includes a security in a Securities Account that is in suspense subject to the provisions of the Central Depositories Act and the Rules.</p> <p>(i) “the Directors” or “the Board” means the Directors for the time being of the Company.</p> <p>(j) “dividend” includes bonus.</p> <p>(k) “the Exchange” means Bursa Malaysia Securities Berhad or such other name by which it shall be known from time to time.</p> <p>(m) “Member” or “shareholder” or “holder of shares” or any like expression means any person(s) for the time being holding shares in the Company and whose name(s) appear(s) in the Register (except Bursa Malaysia Depository Nominees Sdn Bhd) including Depositors who shall be treated as if they were Members pursuant to Section 35 of the Central Depositories Act (or any amendments thereof) but excludes the Depository in its capacity as bare trustee.</p> <p>(n) “month” means calendar month.</p>

Article No.	Existing Definition with Amendments Marked	Clear Amended Version
	<p>(p) “Record of Depositors” means a record provided by the <del>Central</del> Depository to the Company under the Rules. <del>of the Central Depository.</del></p> <p>(q) “the Register” means the register of <del>m</del>Members to be kept pursuant to the Act <u>and where the context requires otherwise includes</u> <del>or the Record of Depositors as defined under the Central Depositories Act.</del></p> <p>(r) “the Registrar” means such person, firm or company which for the time being maintains in Malaysia the <del>Register of members.</del></p> <p>(t) “Rules” <del>means the Rules of the Central Depository</del> <u>shall have the meaning given in Section 2 of the Central Depositories Act,</u> or any statutory modification, amendment or re-enactment thereof for the time being in force.</p> <p>(w) “<del>S</del>securities” shall have the meaning assigned to it in <u>Section 2 of the Capital Markets and Services Act 2007</u> <del>the Securities Commission Act 1993</del> or any statutory modification, amendment or re-enactment thereof for the time being in force.</p> <p>(x) “Securities Account” means an account established by the <del>Central</del> Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealings in such securities by the Depositor.</p> <p>(z) “<del>S</del>special resolution” has the meaning assigned to it in the Act.</p> <p>(ab) “writing” or “printing” means and includes words printed, lithographed, photography, typewriting <u>and electronically</u> represented or reproduced in any mode in a visible form.</p> <p>(ac) “<del>Y</del>year” means <del>C</del>alendar <del>Y</del>year.</p>	<p>(p) “Record of Depositors” means a record provided by the Depository to the Company under the Rules.</p> <p>(q) “the Register” means the register of Members to be kept pursuant to the Act and where the context requires otherwise includes the Record of Depositors.</p> <p>(r) “the Registrar” means such person, firm or company which for the time being maintains in Malaysia the Register.</p> <p>(t) “Rules” shall have the meaning given in Section 2 of the Central Depositories Act, or any statutory modification, amendment or re-enactment thereof for the time being in force.</p> <p>(w) “securities” shall have the meaning assigned to it in Section 2 of the Capital Markets and Services Act 2007 or any statutory modification, amendment or re-enactment thereof for the time being in force.</p> <p>(x) “Securities Account” means an account established by the Depository for a Depositor for the recording of deposit or withdrawal of securities and for dealing in such securities by the Depositor.</p> <p>(z) “special resolution” has the meaning assigned to it in the Act.</p> <p>(ab) “writing” or “printing” means and includes words printed, lithographed, photography, typewriting and electronically represented or reproduced in any mode in a visible form.</p> <p>(ac) “year” means calendar year.</p>

- (2) The existing Articles are to be amended by the alterations, modifications, deletions and/or additions, wherever necessary, whereby the affected existing Articles (with the changes pursuant to the Proposed Amendments marked up) are reproduced in the second column below and the clear amended version of such Articles are reproduced in the third column.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 6 Exercise of rights of Members.	No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and shall have paid all calls and other moneys for the time being due and payable on any share held by him PROVIDED THAT the <del>Central</del> Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles.	No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and shall have paid all calls and other moneys for the time being due and payable on any share held by him PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right unless required by virtue of the Central Depositories Act or the Rules or the context of these Articles.
Article 13 Issue of share.	(1) Every share certificate of the Company shall be issued under the Seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means of one Director and the Secretary, or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.	(1) Every share certificate of the Company shall be issued under the Seal and bear the signatures or the autographic signatures reproduced by facsimile or other mechanical means of one Director and the Secretary, or a second Director or such other person as may be authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be dispensed with or shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.



Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 13 Issue of share. (cont'd)	<p>(2) Subject to the existing laws for the time being in force, all new issues of securities for which listing is sought shall be made by way of crediting the <del>s</del>Securities <del>a</del>Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company shall notify the <del>Central</del> Depository of the names of the allottees and all such particulars required by the <del>Central</del> Depository, to enable the <del>Central</del> Depository to make the appropriate entries in the <del>s</del>Securities <del>a</del>Accounts of such allottees.</p> <p>(3) Subject to the provisions of the Act, the Central Depositories Act and/or the Rules and/or requirements of the <del>Stock</del> Exchange, the Company shall allot securities and despatch notices of allotment to all allottees within such period and in such manner as may be prescribed by the relevant authorities, law and/or regulations for the time being <u>in force</u>.</p>	<p>(2) Subject to the existing laws for the time being in force, all new issues of securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees with such securities save and except where it is specifically exempted from compliance with the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this requirement. For this purpose, the Company shall notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees.</p> <p>(3) Subject to the provisions of the Act, the Central Depositories Act and/or the Rules and/or requirements of the Exchange, the Company shall allot securities and despatch notices of allotment to all allottees within such period and in such manner as may be prescribed by the relevant authorities, law and/or regulations for the time being in force.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 21 Paramount lien	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, <del>the Company shall have a first and paramount lien on every share (not being a fully paid share) for all unpaid calls and/or unpaid instalment and interest thereon and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a Member for all moneys (whether presently payable or not) payable by him or his estate, to the Company but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.</del> <u>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 moneys 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 Member.</u></p>	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, 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 moneys 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 Member.</p>
Article 22 Enforcement of lien.	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default shall have been served on such Member or on the persons (if any) entitled to <u>the shares</u> by reason of his death or bankruptcy <del>or winding up</del> <del>to the shares</del> and default in payment, fulfilment or discharge shall have been made by him or them for fourteen <u>(14)</u> days after such notice.</p>	<p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default shall have been served on such Member or on the persons (if any) entitled to the shares by reason of his death or bankruptcy or winding up and default in payment, fulfilment or discharge shall have been made by him or them for fourteen (14) days after such notice.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 27 Transfer of shares.	<p>(a) Subject to the Act, Central Depositories Act and/or the Rules, the transfer of any <u>listed</u> securities or class of <u>listed</u> securities of the Company shall be made by way of book entry by the <del>Central</del> Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of <u>the listed</u> securities.</p> <p>(b) The instrument of transfer of any share of the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register and/or the Record of Depositors, as the case may be, in respect thereof.</p>	<p>(a) Subject to the Act, Central Depositories Act and/or the Rules, the transfer of any listed securities or class of listed securities of the Company shall be made by way of book entry by the Depository in accordance with the Rules and notwithstanding Sections 103 and 104 of the Act but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.</p> <p>(b) The instrument of transfer of any share of the Company shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered into the Register and/or the Record of Depositors, as the case may be, in respect thereof.</p>
Article 28 Refusal to register transfer.	The <del>Central</del> Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.	The Depository may, in its absolute discretion, refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 30 Registers may be closed.</p>	<p>The <del>R</del>register of <del>T</del>ransfers and the Register shall be closed during the seven <u>(7)</u> days (or such longer period as the Directors may decide) immediately preceding every annual general meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that the <del>R</del>registers shall not be closed for more than thirty (30) market days in any year <u>or such other period as may be prescribed by the Exchange</u>. At least <del>twelve (12)</del> <u>ten (10)</u> <del>clear</del> market days' notice after the announcement to the Exchange or such other period as may be prescribed by the Exchange notice of intention to close the transfer books shall be advertised in the local daily newspapers circulating in Malaysia and given to the Exchange upon which the Company is listed, stating the period or periods for which the books will be closed and the purposes for such closure.</p> <p>At least three (3) market days' prior notice shall be given to the <del>Central</del> Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days' prior notice shall be given to the <del>Central</del> Depository.</p>	<p>The register of transfers and the Register shall be closed during the seven (7) days (or such longer period as the Directors may decide) immediately preceding every annual general meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that the registers shall not be closed for more than thirty (30) market days in any year or such other period as may be prescribed by the Exchange. At least ten (10) market days' notice after the announcement to the Exchange or such other period as may be prescribed by the Exchange notice of intention to close the transfer books shall be advertised in the local daily newspapers circulating in Malaysia and given to the Exchange upon which the Company is listed, stating the period or periods for which the books will be closed and the purposes for such closure.</p> <p>At least three (3) market days' prior notice shall be given to the Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions, at least seven (7) market days' prior notice shall be given to the Depository.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 31 Transmission on death of Member.	Subject to the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company and/or <del>Central the</del> Depository as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share which had been held by him.	Subject to the Act, the Central Depositories Act and the Rules, in the case of the death of a Member, the legal representatives of the deceased shall be the only persons recognised by the Company and the Depository as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share which had been held by him.
Article 32 Production of evidence of title before registration.	Any person becoming entitled to a share in consequence of the death or bankruptcy or insolvency or winding up of a Member may upon such evidence being produced as may from time to time be required by the Directors and/or <del>Central the</del> Depository be registered as a Member in respect of the shares or instead of being registered himself to make such transfer of the shares as the deceased or bankrupt or insolvent person could have made. Before recognising any executor or administrator the Directors and/or <del>Central the</del> Depository may require him to take out probate or letters of administration as evidence <b>PROVIDED ALWAYS <del>that</del> THAT</b> where the shares is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled.	Any person becoming entitled to a share in consequence of the death or bankruptcy or insolvency or winding up of a Member may upon such evidence being produced as may from time to time be required by the Directors and/or the Depository be registered as a Member in respect of the shares or instead of being registered himself to make such transfer of the shares as the deceased or bankrupt or insolvent person could have made. Before recognising any executor or administrator the Directors and/or the Depository may require him to take out probate or letters of administration as evidence <b>PROVIDED ALWAYS THAT</b> where the shares is a Deposited Security, subject to the Rules, a transfer or withdrawal of the shares may be carried out by the person becoming so entitled.
Article 33 Person entitled by transmission may receive dividend.	Where the registered holder of any share dies or becomes bankrupt <u>or wound up</u> , his personal representative or the assignee of his estate, as the case may be, shall, upon the production of evidence as may from time to time be <del>properly</del> required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt <u>or wound up</u> .	Where the registered holder of any share dies or becomes bankrupt or wound up, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of evidence as may from time to time be required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt or wound up.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 34 Transmission of securities from Foreign Register.</p>	<p>In the event that:-</p> <p>(a) the securities of the Company are listed on <del>an Approved Market Place</del> <u>another stock exchange</u>; and</p> <p>(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998 <u>or any statutory modification, amendment or re-enactment thereof for the time being in force</u>, as the case may be, under the Rules in respect of such securities,</p> <p>the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the <del>R</del>egistrar of the Company in the jurisdiction of the <del>Approved Market Place</del> <u>other stock exchange (herein referred to as "the Foreign Register")</u>, to the register of holders maintained by the Registrar of the Company in Malaysia (<u>hereinafter referred to as "the Malaysian Register"</u>) and vice versa PROVIDED THAT there shall be no change in ownership of such securities. <del>and that the Company which fulfils the requirement of the said paragraph (a) and (b) above shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.</del></p>	<p>In the event that:-</p> <p>(a) the securities of the Company are listed on another stock exchange; and</p> <p>(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) Amendment Act, 1998 or any statutory modification, amendment or re-enactment thereof for the time being in force, as the case may be, under the Rules in respect of such securities,</p> <p>the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar in Malaysia and vice versa PROVIDED THAT there shall be no change in ownership of such securities.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 43 Statutory Declaration in writing to be conclusive evidence of facts of forfeiture and consequences.</p>	<p>A statutory declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof shall constitute a good title to such share on a proper transfer being delivered to the Company, and <u>the a shares certificate shall be credited delivered to the a purchasers' CDS Account</u> and his name shall be entered in the Register and thereupon he shall be deemed the holder of such share discharged from all calls or instalments or other sums due prior to such purchase and he shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, or disposal of the share. The Directors may authorise any person to execute a transfer of any shares so sold to the purchaser.</p>	<p>A statutory declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited or surrendered or sold to satisfy a lien on a date stated in the declaration shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof shall constitute a good title to such share on a proper transfer being delivered to the Company, and the shares shall be credited to the purchasers' CDS Account and his name shall be entered in the Register and thereupon he shall be deemed the holder of such share discharged from all calls or instalments or other sums due prior to such purchase and he shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, or disposal of the share. The Directors may authorise any person to execute a transfer of any shares so sold to the purchaser.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 44 Issue of shares.</p>	<p>Subject to the conditions restrictions and limitations expressed in these Articles and to any special rights attached to any shares for the time being issued, the Directors may with the approval of the Company in general meeting allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-</p> <p>(a) no shares shall be issued at a discount except in compliance with the provision of the Act;</p> <p>(b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Company in general meeting;</p> <p>(c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;</p> <p>(d) no Director shall participate in a <u>share scheme for any issue of shares or options to employees unless:-</u></p> <p>(i) <del>approved by the Company the shareholders in general meeting have approved of the specific allotment to be made to such Director. and such approval shall specifically detail the amount of shares or options to be issued to such Director;</del> and</p> <p>(ii) <del>such Director(s) holds office in an executive capacity PROVIDED ALWAYS THAT a Director who does not hold office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue or any other scheme approved by the relevant authorities and the shareholders of the Company.</del></p>	<p>Subject to the conditions restrictions and limitations expressed in these Articles and to any special rights attached to any shares for the time being issued, the Directors may with the approval of the Company in general meeting allot, grant options over or otherwise dispose of the unissued share capital of the Company to such persons, at such time and on such terms as they think proper, PROVIDED ALWAYS THAT:-</p> <p>(a) no shares shall be issued at a discount except in compliance with the provision of the Act;</p> <p>(b) no shares shall be issued which shall have the effect of transferring a controlling interest in the Company without the prior approval of the Company in general meeting;</p> <p>(c) in the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;</p> <p>(d) no Director shall participate in a share scheme for employees unless the shareholders in general meeting have approved of the specific allotment to be made to such Director.</p>



Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 45 Power to issue preference shares.</p> <p>Rights of preference shareholder</p>	<p>Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto 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 special resolution determine provided that:</p> <p><del>(1) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time;</del></p> <p>(2) the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited <del>accounts</del> <u>financial statements</u>, and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the following matters:-</p> <p>a) when dividend or part of the dividend on the preference share is in arrears for more than six (6) months;</p> <p>b) on a proposal to reduce the Company's share capital;</p> <p>c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p>d) on a proposal that affects rights attached to the share;</p> <p>e) on a proposal to wind up the Company; and</p> <p>f) during the winding up of the Company;</p>	<p>Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles any shares in the Company (whether forming part of the original capital or not) may be issued or have attached thereto 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 special resolution determine provided that:</p> <p>(1) the holders of preference shares shall have the same rights as the holders of ordinary shares in relation to receiving notices, reports and audited financial statements, and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the following matters:-</p> <p>a) when dividend or part of the dividend on the preference share is in arrears for more than six (6) months;</p> <p>b) on a proposal to reduce the Company's share capital;</p> <p>c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p>d) on a proposal that affects rights attached to the share;</p> <p>e) on a proposal to wind up the Company; and</p> <p>f) during the winding up of the Company;</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 45 Rights of preference shareholder (cont'd)	<p>(<del>3</del>2) the Company may issue further preference shares ranking equally with preference shares already issued but shall not issue further preference shares ranking in priority above preference shares already issued unless Article 52 is complied with. <del>and</del></p> <p>(4) <del>the holder of a preference shares must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.</del></p> <p>Subject to the Act, any preference shares may be issued on the terms that they are, <u>at maturity</u> or at the option of the Company <del>are</del>, liable to be redeemed.</p>	<p>(2) the Company may issue further preference shares ranking equally with preference shares already issued but shall not issue further preference shares ranking in priority above preference shares already issued unless Article 52 is complied with.</p> <p>Subject to the Act, any preference shares may be issued on the terms that they are, at maturity or at the option of the Company, liable to be redeemed.</p>
Article 55 Annual General Meeting.	<p>The Directors shall convene an Annual General Meeting to be held once at least in every <del>calendar</del> year at such time, not being more than fifteen (<u>15</u>) months after the holding of the last preceding Annual General Meeting, but so long as the Company holds its first Annual General Meeting within eighteen (<u>18</u>) months of its incorporation, it need not hold one in the year of its incorporation, or in the following year, and at such place as may be determined by the Directors. <del>Such general meeting shall be called "Annual General Meeting".</del></p>	<p>The Directors shall convene an Annual General Meeting to be held once at least in every year at such time, not being more than fifteen (15) months after the holding of the last preceding Annual General Meeting, but so long as the Company holds its first Annual General Meeting within eighteen (18) months of its incorporation, it need not hold one in the year of its incorporation, or in the following year, and at such place as may be determined by the Directors.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 58 Notice of meeting.	Subject to the provision of the Act relating to acts for shorter notice, at least fourteen (14) days' notice 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 shall be given to all Members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in <del>the daily press</del> <u>at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper</u> and in writing to the Exchange upon which the Company is listed.	Subject to the provision of the Act relating to acts for shorter notice, at least fourteen (14) days' notice 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 shall be given to all Members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business shall also specify the general nature of that business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall also be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to the Exchange upon which the Company is listed.
Article 59 Notice of General Meeting to Depositors on Record of Depositors.	The Company shall request the <del>Central</del> Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.	The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 60 Depositors on the General Meeting Record of Depositors eligible to be present and vote.</p>	<p>The Company shall request the <del>Central</del> Depository in accordance with the Rules, to issue a Record of Depositors, as at <u>the latest date which is reasonably practicable which shall in any event be a date</u> not less than three (3) market days before the general meeting (“hereinafter referred to as the “General Meeting Record of Depositors”). <u>The General Meeting Record of Depositors shall be the final record of all the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</u></p>	<p>The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before the general meeting (“hereinafter referred to as the “General Meeting Record of Depositors”). The General Meeting Record of Depositors shall be the final record of all the Depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</p>
<p>Article 61 Depositors not on the General Meeting Record of Depositors not eligible to be present and vote.</p>	<p>Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a <del>m</del>Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p>	<p>Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable) and notwithstanding any provision in the Act, a Depositor shall not be regarded as a Member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p>
<p>Article 62 Contents of notice.</p>	<p>Subject always to the provisions of the Act, no business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting, other than business of which notice has been given as aforesaid with the exception of the following routine business:-</p> <p>(1) declaring dividends;</p> <p>(2) the <u>laying consideration</u>—<del>and adoption</del> of financial statements, and the reports of the Directors and auditors and other documents required to be annexed to the financial statements;</p>	<p>Subject always to the provisions of the Act, no business shall be transacted at an Extraordinary General Meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an Annual General Meeting, other than business of which notice has been given as aforesaid with the exception of the following routine business:-</p> <p>(1) declaring dividends;</p> <p>(2) the laying of financial statements, and the reports of the Directors and auditors and other documents required to be annexed to the financial statements;</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 62 Contents of notice. (cont'd)	(3) the appointment of Directors in place of those retiring by rotation or otherwise and fixing the <u>Directors' fees</u> <del>remuneration</del> of <del>Directors</del> PROVIDED ALWAYS THAT fees 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; and  (4) the appointment and fixing of the remuneration of the auditors.	(3) the appointment of Directors in place of those retiring by rotation or otherwise and fixing the Directors' fees PROVIDED ALWAYS THAT fees 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; and  (4) the appointment and fixing of the remuneration of the auditors.
Article 64 Resolution requiring special notice.	Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved, and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or if that is not practicable shall give them notice thereof in any manner allowed by <del>the</del> <u>these</u> Articles not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Article, shall be deemed to be properly given.	Where by the Act special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days before the meeting at which it is moved, and the Company shall give its Members notice of any such resolution at the same time and in the same manner as it gives notice of the meeting or if that is not practicable shall give them notice thereof in any manner allowed by these Articles not less than fourteen (14) days before the meeting, but if after notice of the intention to move such a resolution has been given to the Company, a meeting is called for a date twenty-eight (28) days or less after the notice has been given, the notice, although not given to the Company within the time required by this Article, shall be deemed to be properly given.
Article 65 Right to appoint proxy.	In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. <u>In the case of a Member who is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</u>	In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. In the case of a Member who is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 70 Chairman of general meeting.	The Chairman of the Board of <del>Directors</del> shall preside as Chairman at every general meeting but if at any meeting the Chairman shall not be present within fifteen <u>(15)</u> minutes after the time appointed for holding the same or shall be unwilling to act as Chairman, the Directors present shall choose one <u>(1)</u> Director to act as Chairman of such meeting or if no Director be present or if all the Directors decline to take the chair, the Members present shall choose one Member present to <u>act as be</u> Chairman <u>at such meeting.</u> <u>The election of Chairman shall be by a show of hands.</u>	The Chairman of the Board shall preside as Chairman at every general meeting but if at any meeting the Chairman shall not be present within fifteen (15) minutes after the time appointed for holding the same or shall be unwilling to act as Chairman, the Directors present shall choose one (1) Director to act as Chairman of such meeting or if no Director be present or if all the Directors decline to take the chair, the Members present shall choose one Member present to act as Chairman at such meeting. The election of Chairman shall be by a show of hands.
Article 71 Chairman may adjourn meeting and notice of adjournment be given.	The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the <del>M</del> meeting shall determine. Whenever a meeting is adjourned for thirty <u>(30)</u> days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
Article 72 Method of voting.	(1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote unless before or upon the declaration of the result of the show of hands, a poll is demanded:-  (a) by the Chairman of the meeting <del>(being a person entitled to vote thereat);</del> or  (b) by at least five <u>(5)</u> Members present in person or by proxy <u>or by attorney or by representative;</u> or	(1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of persons present and entitled to vote unless before or upon the declaration of the result of the show of hands, a poll is demanded:-  (a) by the Chairman of the meeting; or  (b) by at least five (5) Members present in person or by proxy or by attorney or by representative; or

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 72 Method of voting (cont'd)</p>	<p>(c) by a Member or Members present in person or by proxy <u>or by attorney or by representative</u> and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</p> <p>A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</p> <p>(2) Unless a poll is so demanded (and the demand not withdrawn) a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to <del>the</del> <u>that</u> effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn <u>anytime before the resolution is put to the vote of the meeting by the Member demanding the poll.</u></p> <p>Where a resolution is passed at an adjourned meeting of the Company or of holders of any class of shares, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and not on any earlier date.</p>	<p>(c) by a Member or Members present in person or by proxy or by attorney or by representative and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</p> <p>A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</p> <p>(2) Unless a poll is so demanded (and the demand not withdrawn) a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn anytime before the resolution is put to the vote of the meeting by the Member demanding the poll.</p> <p>Where a resolution is passed at an adjourned meeting of the Company or of holders of any class of shares, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and not on any earlier date.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 75 Chairman has casting vote.	In the case of an equality of votes whether on a show of hands or at a poll at any general meeting of the Company, the Chairman of the meeting shall be entitled to a second or casting vote except when only two (2) Members form a quorum at a meeting or where only two (2) Members are competent to vote on the question at issue in which event the Chairman <u>of the meeting</u> shall not have a second or casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.	In the case of an equality of votes whether on a show of hands or at a poll at any general meeting of the Company, the Chairman of the meeting shall be entitled to a second or casting vote except when only two (2) Members form a quorum at a meeting or where only two (2) Members are competent to vote on the question at issue in which event the Chairman of the meeting shall not have a second or casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.
Article 80 Rights to vote.	(1) Subject to any rights or restrictions for the time being attached to any class or classes of shares <u>and Articles 59, 60 and 61 above</u> , at meetings of Members or classes of members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney or if the Member is a corporation by its duly authorised representative, and to be reckoned in a quorum in respect of <u>any share or shares upon which all calls due to the Company have been paid.</u> <del>shares fully paid and in respect of partly paid shares where calls are not due or unpaid.</del>	(1) Subject to any rights or restrictions for the time being attached to any class or classes of shares and Articles 59, 60 and 61 above, at meetings of Members or classes of members, each Member shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney or if the Member is a corporation by its duly authorised representative, and to be reckoned in a quorum in respect of any share or shares upon which all calls due to the Company have been paid.



Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 80 Rights to vote. (cont'd)</p>	<p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a Member or a Member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. In these Articles, the shares held or represented by a Member present in person or by proxy <u>or by attorney or by representative</u> shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors referred to in Article 60.</p>	<p>(2) Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands every person present who is a Member or a Member's representative or proxy or attorney shall have one (1) vote and in the case of a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for every share held by him. In these Articles, the shares held or represented by a Member present in person or by proxy or by attorney or by representative shall, in relation to shares of a Depositor, be the number of shares entered against his name in the Record of Depositors referred to in Article 60.</p>
<p>Rights of shares of different monetary denominations</p>	<p>(3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>	<p>(3) Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 86 Instrument appointing proxy to be in writing.</p>	<p>(1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the office not less than forty-eight (48) hours before the day appointed for holding the meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.</p> <p>(2) A Member may by <del>eable or other telegraphic</del> <u>electronic means</u> appoint a proxy to vote for him at any meeting of the Company provided that:-</p> <p>(a) such <del>eable or other telegraphic</del> <u>electronic</u> communication shall have been received at the office of the Company not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting, as the case may be, at which the person named in such <del>eable or other telegraphic</del> <u>electronic</u> communication, proposes to vote; and</p> <p>(b) the Directors are satisfied as to the genuineness of such <del>eable or other telegraphic</del> <u>electronic</u> communication.</p>	<p>(1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the office not less than forty-eight (48) hours before the day appointed for holding the meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.</p> <p>(2) A Member may by electronic means appoint a proxy to vote for him at any meeting of the Company provided that:-</p> <p>(a) such <u>electronic</u> communication shall have been received at the office of the Company not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting, as the case may be, at which the person named in such <u>electronic</u> communication, proposes to vote; and</p> <p>(b) the Directors are satisfied as to the genuineness of such electronic communication.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 87 Who may be proxy.</p>	<p>(1) (a) A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p> <p>(b) A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting; <del>and</del></p> <p>(c) Where a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.</p> <p>(2) The instrument appointing a proxy to vote at a meeting of the Company shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of Article 72, a demand by a person as proxy for a Member <del>of the Company</del> shall be deemed to be the same as a demand by the Member.</p> <p>(3) Where a proxy is appointed by a Member who is a Depositor, the Company shall be entitled and bound:-</p> <p>(a) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Record of Depositors; and</p>	<p>(1) (a) A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.</p> <p>(b) A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.</p> <p>(c) Where a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.</p> <p>(2) The instrument appointing a proxy to vote at a meeting of the Company shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of Article 72, a demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member.</p> <p>(3) Where a proxy is appointed by a Member who is a Depositor, the Company shall be entitled and bound:-</p> <p>(a) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Record of Depositors; and</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 87 Who may be proxy. (cont'd)</p>	<p>(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor are able to cast on a poll, a number which is the number of shares entered against the name of that Depositor in the Record of Depositors whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.</p> <p>(4) Where a Member of a Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one <u>(1)</u> but <u>not more than two (2)</u> proxies in respect of each <del>s</del>Securities <del>a</del>Account it holds with ordinary shares of the Company standing to the credit of the said <del>s</del>Securities <del>a</del>Account.</p>	<p>(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor are able to cast on a poll, a number which is the number of shares entered against the name of that Depositor in the Record of Depositors whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.</p> <p>(4) Where a Member of a Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 88 Form of proxy.</p>	<p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve or in any particular case may accept:-</p> <p><b>MALAYSIAN PACIFIC INDUSTRIES BERHAD</b></p> <p>I/We .....  <u>NRIC/Passport/Company No. ....</u>  of .....  being a Member of <b>MALAYSIAN PACIFIC INDUSTRIES BERHAD</b>, hereby appoint  .....  <u>NRIC/Passport No. ....</u>  of .....</p> <p>or failing him/her, .....  <u>NRIC/Passport No. ....</u>  of .....</p> <p>or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us <del>and</del> on my/our behalf at the (Annual/Extraordinary or Adjourned, as the case may be) General Meeting of the Company to be held at ..... on ..... <del>the</del> <del>day</del> <del>of</del> ..... 20... <del>at</del> ..... a.m./p.m. and at any adjournment thereof.</p> <p>Dated this ..... day of ..... 20....</p> <p>.....  Number of shares held      Signature(s) of Member</p>	<p>The instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or in such other form as the Directors may approve or in any particular case may accept:-</p> <p><b>MALAYSIAN PACIFIC INDUSTRIES BERHAD</b></p> <p>I/We .....  NRIC/Passport/Company No. ....  of .....  being a Member of <b>MALAYSIAN PACIFIC INDUSTRIES BERHAD</b>, hereby appoint  .....  NRIC/Passport No. ....  of .....</p> <p>or failing him/her, .....  NRIC/Passport No. ....  of .....</p> <p>or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the (Annual/Extraordinary or Adjourned, as the case may be) General Meeting of the Company to be held at ..... on ..... 20....  at ..... a.m./p.m. and at any adjournment thereof.</p> <p>Dated this ..... day of ..... 20....</p> <p>.....  Number of shares held      Signature(s) of Member</p>
<p>Article 90 Intervening death or insanity of principal not to revoke proxy.</p>	<p>A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or bankruptcy or unsoundness of mind of the principal or revocation of the instrument of proxy or attorney, or the transfer of the share in respect of which the instrument of proxy or attorney is given provided <del>that</del> the transfer of a Deposited Security which is a share in the Company pursuant to the Rules and Record of Depositors as at the relevant date or intimation in writing of such death, bankruptcy, unsoundness of mind, revocation or transfer shall <u>not</u> have been received by the Company at the office 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 instrument is used.</p>	<p>A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid, notwithstanding the previous death or bankruptcy or unsoundness of mind of the principal or revocation of the instrument of proxy or attorney, or the transfer of the share in respect of which the instrument of proxy or attorney is given provided the transfer of a Deposited Security which is a share in the Company pursuant to the Rules and Record of Depositors as at the relevant date or intimation in writing of such death, bankruptcy, unsoundness of mind, revocation or transfer shall not have been received by the Company at the office 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 instrument is used.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 91 Appointment and number of Directors.	Subject always to the provisions of the Act and the Listing Requirements, the number of Directors <del>(including the Managing Director)</del> , all of whom shall be natural persons, shall not be less than two (2) nor more than twelve (12) or such number as shall be determined by a general meeting.  The first Directors were Yuen Lam and Tan Kah Jee.	Subject always to the provisions of the Act and the Listing Requirements, the number of Directors shall not be less than two (2) nor more than twelve (12) or such number as shall be determined by a general meeting.  The first Directors were Yuen Lam and Tan Kah Jee.
Article 92 Eligibility.	<u>Subject to the provisions of the Act,</u> <del>No</del> no person shall be eligible to be appointed as a Director who is an undischarged bankrupt or has been convicted within or outside Malaysia:-  (a) of any offence in connection with the promotion, formation or management of a corporation;  (b) of any offence involving fraud or dishonesty punishable on conviction with imprisonment for three (3) months or more; or  (c) of any offence under <del>the provisions</del> <u>Sections 132, 132A or 303</u> of the Act.	Subject to the provisions of the Act, no person shall be eligible to be appointed as a Director who is an undischarged bankrupt or has been convicted within or outside Malaysia:-  (a) of any offence in connection with the promotion, formation or management of a corporation;  (b) of any offence involving fraud or dishonesty punishable on conviction with imprisonment for three (3) months or more; or  (c) of any offence under Sections 132, 132A or 303 of the Act.
Article 97 Directors' fees.	The fees of the Directors shall be determined from time to time by the Company in general meeting and such fees shall not be increased except pursuant to an <del>Ordinary Resolution</del> passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall be divided amongst the Directors in such proportions and manner as they may agree. Such fees shall, so far as a Director who is a <u>Non-</u> <del>not an</del> Executive Director is concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover, subject always however to the other provisions of these Articles. Salaries payable to <del>e</del> Executive <del>d</del> Directors may not include a commission on or a percentage of turnover.	The fees of the Directors shall be determined from time to time by the Company in general meeting and such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall be divided amongst the Directors in such proportions and manner as they may agree. Such fees shall, so far as a Director who is a Non-Executive Director is concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover, subject always however to the other provisions of these Articles. Salaries payable to Executive Directors may not include a commission on or a percentage of turnover.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 98 Expense and extra remuneration.	<p>(1) 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 meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.</p> <p>(2) Any Director who is appointed as an Executive Director or to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the majority of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine PROVIDED THAT such remuneration shall not include a commission on or percentage of turnover. Any extra remuneration payable to a Non-Executive Director shall not include a commission on or percentage of profits or turnover.</p> <p>(3) In these Articles, the expression "Executive Director" shall <del>mean</del> <del>and</del> include a <u>the</u> Managing Director <u>or a Director</u> who <del>has been</del> <del>or</del> is engaged substantially <del>whole-time</del> in the business of the Company or of any related company or partly in one and partly in another. The expression "related company" in these Articles shall include any company which is deemed to be related to the Company in terms of Section 6 of the Act or which in the opinion of the majority of the Directors can properly be otherwise regarded as being connected with the Company or its related company.</p>	<p>(1) 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 meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.</p> <p>(2) Any Director who is appointed as an Executive Director or to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the majority of the Directors are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine PROVIDED THAT such remuneration shall not include a commission on or percentage of turnover. Any extra remuneration payable to a Non-Executive Director shall not include a commission on or percentage of profits or turnover.</p> <p>(3) In these Articles, the expression "Executive Director" shall include the Managing Director or a Director who is engaged substantially in the business of the Company or of any related company or partly in one and partly in another. The expression "related company" in these Articles shall include any company which is deemed to be related to the Company in terms of Section 6 of the Act or which in the opinion of the majority of the Directors can properly be otherwise regarded as being connected with the Company or its related company.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 102	Every Director shall comply with the provisions of Sections 131 and 135 of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.	Every Director shall comply with the provisions of the Act in connection with the disclosure of his shareholding and interest in any contract or proposed contract with the Company and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.
Article 103 Register of Directors' shareholdings.	The Company shall keep a register showing with respect to Directors of the Company the information and particulars required under Section 134 of the Act.	The Company shall keep a register showing with respect to Directors of the Company the information and particulars required under the Act.
Article 104 Director's contract with company, etc.	No Director shall be disqualified by his office from holding any office or place of profit (other than the office of Auditors) under the Company or under any company in which the Company shall be a shareholder or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but the nature of his interests must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interests. If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes so interested. No Director shall vote on any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is directly or	No Director shall be disqualified by his office from holding any office or place of profit (other than the office of auditors) under the Company or under any company in which the Company shall be a shareholder or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but the nature of his interests must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interests. If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes so interested. No Director shall vote on any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is directly or



Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 104 Director's contract with company, etc. (cont'd)	<p>indirectly interested or any matter arising thereon and if he votes, his vote shall not be counted. Provided that this Article shall not apply to:-</p> <p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any contract, <u>arrangement</u> or transaction or <u>proposed contract</u>, arrangement <u>or transaction</u> with any other company in which, he is interested only as an officer or creditor.</p>	<p>indirectly interested or any matter arising thereon and if he votes, his vote shall not be counted. Provided that this Article shall not apply to:-</p> <p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any contract, arrangement or transaction or proposed contract, arrangement or transaction with any other company in which, he is interested only as an officer or creditor.</p>
Article 105 Appointment of Managing Director/ Executive Director.	<p>The Directors may from time to time appoint any one or more of their body to be Managing Director(s) or Executive Director(s) for such period and upon such terms as they think fit and where such appointment is for a fixed term, the term shall not exceed five (5) years, and may vest in such Managing Director(s) or Executive Director(s) as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit and subject thereto, shall always be under the control of the <del>Board of Directors</del>.</p>	<p>The Directors may from time to time appoint any one or more of their body to be Managing Director(s) or Executive Director(s) for such period and upon such terms as they think fit and where such appointment is for a fixed term, the term shall not exceed five (5) years, and may vest in such Managing Director(s) or Executive Director(s) as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit and subject thereto, shall always be under the control of the Board.</p>
Article 108 Office of Directors how vacated.	<p>Subject as otherwise provided and to the terms of any subsisting agreement, the office of a Director shall be vacated if the Director:-</p> <p>(a) ceases to be a Director by virtue of the Act; <u>or</u></p>	<p>Subject as otherwise provided and to the terms of any subsisting agreement, the office of a Director shall be vacated if the Director:-</p> <p>(a) ceases to be a Director by virtue of the Act; or</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 108 Office of Directors how vacated (cont'd).	<p>(b) becomes bankrupt or makes any arrangement or composition with his creditors generally <u>during his term of office</u>; <u>or</u></p> <p>(c) becomes prohibited from being a Director by reason of any order made under the Act; <u>or</u></p> <p>(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the law relating to mental disorder <u>during his term of office</u>; <u>or</u></p> <p>(e) resigns his office by notice in writing to the Company; <u>or</u></p> <p>(f) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given PROVIDED ALWAYS if he was appointed to represent the interests of any particular class of shareholders or debenture holders the resolution to remove him shall not take effect until his successor has been appointed; <del>and</del> <u>or</u></p> <p>(g) is absent from more than 50% of the total Board <del>of Directors'</del> meetings held during a financial year <u>save and except in the case where the Exchange has granted a waiver to the Director from compliance with this requirement.</u></p>	<p>(b) becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office; or</p> <p>(c) becomes prohibited from being a Director by reason of any order made under the Act; or</p> <p>(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the law relating to mental disorder during his term of office; or</p> <p>(e) resigns his office by notice in writing to the Company; or</p> <p>(f) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given PROVIDED ALWAYS if he was appointed to represent the interests of any particular class of shareholders or debenture holders the resolution to remove him shall not take effect until his successor has been appointed; or</p> <p>(g) is absent from more than 50% of the total Board meetings held during a financial year save and except in the case where the Exchange has granted a waiver to the Director from compliance with this requirement.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 111 Power to appoint attorneys.	The Directors may from time to time by power of attorney under the <del>s</del> Seal 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 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 discretion vested in him.	The Directors may from time to time by power of attorney under the Seal 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 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 discretion vested in him.
Article 114 Directors' borrowing power.	The Directors may exercise all the powers of the Company to borrow <u>or raise</u> money <u>from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by, and to mortgage or charge upon all or any part of the its</u> undertakings, <del>or</del> <u>property or assets of the Company</u> (both present and future) <u>including its and</u> uncalled capital <u>for the time being, or by the any part thereof, and to issue of bonds, notes, debentures, debenture stock</u> and other securities at par, or at discount or premium <del>and whether outright or as security for any debt, liability or obligation of the Company or of any third party</del> <u>or otherwise as they may think fit. PROVIDED ALWAYS that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.</u>	The Directors may exercise all the powers of the Company to borrow or raise money from time to time for the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by, mortgage or charge upon all or any part of the undertakings, property or assets of the Company (both present and future) including its uncalled capital for the time being, or by the issue of bonds, notes, debentures, debenture stock and other securities at par, or at discount or premium or otherwise as they may think fit.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 118 Notice of proposal to appoint Directors.	No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a notice of intention to propose his election signed by a Member and a notice of his consent to the nomination signed by the nominee has been left at the <del>registered</del> office, at least eleven (11) clear days before the date appointed for the meeting, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. The provisions of this Article shall not apply to the re-election of a retiring Director.	No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a notice of intention to propose his election signed by a Member and a notice of his consent to the nomination signed by the nominee has been left at the office, at least eleven (11) clear days before the date appointed for the meeting, provided that in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary and notice of every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place. The provisions of this Article shall not apply to the re-election of a retiring Director.
Article 119 Filling vacated office.	The Company at the meeting at which a Director retires under any provision of these Articles <u>and the said Director has not offered himself for re-election</u> may, by <del>Ordinary R</del> esolution fill up the vacated office by electing a person thereto. <del>In default, the retiring Director shall be deemed to have offered himself for re-election unless at that meeting:—</del>  (a) <del>it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or</del>  (b) <del>some other person is elected as Director in place of the retiring Director; or</del>  (c) <del>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; or</del>  (d) <del>such Director has attained any retiring age applicable to him as a Director.</del>	The Company at the meeting at which a Director retires under any provision of these Articles and the said Director has not offered himself for re-election may, by ordinary resolution fill up the vacated office by electing a person thereto.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 121 Removal of Directors.	The Company may by <del>Ordinary</del> <del>Resolution</del> of which special notice has been given remove any Director before the expiration of his period of office notwithstanding any provisions of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages payable to him in respect of the termination of his appointment as Director or of any other appointment terminating with that as Director. The Company may, by <del>Ordinary</del> <del>Resolution</del> , appoint another person in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed. <del>In default of</del> <u>Failing such</u> appointment the vacancy so arising may be filled by the Directors as a casual vacancy.	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 provisions of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages payable to him in respect of the termination of his appointment as Director or of any other appointment terminating with that as Director. The Company may, by ordinary resolution, appoint another person in his stead. The person so appointed shall hold office so long as the Director in whose place he is appointed would have held the same if he had not been removed. Failing such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
Article 124 Interested Director to be counted in quorum.	A Director notwithstanding his interest <del>may</del> <u>shall</u> be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where 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 where the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract, <del>or</del> arrangement <u>or transaction</u> in which he is in any way interested PROVIDED ALWAYS <del>that</del> <u>THAT</u> he has complied with <del>Section 131 and all other</del> relevant provisions of the Act and of these Articles and PROVIDED FURTHER <del>that</del> <u>THAT</u> he shall not take part in any deliberations at the meeting in respect of the contract, <del>or</del> arrangement <u>or transaction</u> in which he is interested.	A Director notwithstanding his interest shall be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where 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 where the terms of any such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract, arrangement or transaction in which he is in any way interested PROVIDED ALWAYS THAT he has complied with all relevant provisions of the Act and of these Articles and PROVIDED FURTHER THAT he shall not take part in any deliberations at the meeting in respect of the contract, arrangement or transaction in which he is interested.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 125 Questions to be decided by majority of votes.	Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two (2) Directors are present and form a quorum or at which only two (2) Directors are competent to vote on the question at issue in which event the Chairman <u>of the meeting</u> shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.	Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two (2) Directors are present and form a quorum or at which only two (2) Directors are competent to vote on the question at issue in which event the Chairman of the meeting shall not have a casting vote and the question arising at the meeting shall be deemed to have been lost or not carried.
Article 127 Directors may delegate powers to Committee.	The Directors may delegate any of their powers to Committees consisting of such <del>M</del> member(s) <del>or Members</del> of their body <u>or persons</u> as they may think fit. Any <del>e</del> Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.  All acts done by such Committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power to remunerate the <del>M</del> members of any special <del>e</del> Committee, and charge such remuneration to the current expenses of the Company.	The Directors may delegate any of their powers to Committees consisting of such member(s) of their body or persons as they may think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.  All acts done by such Committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power to remunerate the members of any special Committee, and charge such remuneration to the current expenses of the Company.
Article 129 Validity of acts of Directors and Committee.	All acts done by any meeting of the Directors, or of a Committee <del>of Directors</del> , or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it shall afterwards be discovered that there was some defects in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified to be a Director or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and qualified to be a Director and had been entitled to vote.	All acts done by any meeting of the Directors, or of a Committee, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that it shall afterwards be discovered that there was some defects in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified to be a Director or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and qualified to be a Director and had been entitled to vote.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 131 Seal of Company and its use.</p>	<p>(1) The Directors shall provide for the safe custody of the Seal of the Company which shall only be used by the authority of the Directors or of a Committee <del>of the Directors</del> authorised by the Directors in that behalf, and every instrument to which the Seal of the Company shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by another Director or by some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to transfer deeds or certificates or other documents of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Seal of the Company.</p> <p>(2) The Company may have a duplicate Seal as referred to in Section 101 of the Act which shall be a facsimile of the <del>Common</del> Seal with the addition on its face of the words "Share Seal".</p>	<p>(1) The Directors shall provide for the safe custody of the Seal of the Company which shall only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf, and every instrument to which the Seal of the Company shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by another Director or by some other person appointed by the Directors for the purpose but so that the Directors may by resolution determine, either generally or in any particular case, that any such signature may be affixed by some mechanical means to be specified in such resolution, provided that the use of such means is by such resolution restricted to transfer deeds or certificates or other documents of title in respect of any share, stock, debenture or other marketable security created or issued by the Company to be given under the Seal of the Company.</p> <p>(2) The Company may have a duplicate Seal as referred to in Section 101 of the Act which shall be a facsimile of the Seal with the addition on its face of the words "Share Seal".</p>
<p>Article 132 Seal for use abroad.</p>	<p>The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official <del>s</del>Seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a <del>B</del>branch Register.</p>	<p>The Company or the Directors on behalf of the Company may exercise the powers conferred by the provisions of the Act with regard to having an official Seal for use abroad and the powers conferred by the provisions of the Act with regard to the keeping of a branch Register.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 133 Minutes.</p> <p>Signature on minutes.</p>	<p>(1) The Directors shall cause minutes to be duly entered in books provided for the purpose:-</p> <p>(a) of all appointments of officers <u>made by the Directors</u>;</p> <p>(b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors;</p> <p>(c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees <u>of Directors</u>; and</p> <p>(d) of all orders made by the Directors and Committees of Directors.</p> <p>(2) Any such minutes of any meeting of the Directors, or of any Committee <u>of Directors</u>, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.</p> <p>(3) The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the office <del>of the Company</del>, and shall be open to the inspection of any Member <u>during normal office hours</u> without charge.</p>	<p>(1) The Directors shall cause minutes to be duly entered in books provided for the purpose:-</p> <p>(a) of all appointments of officers made by the Directors;</p> <p>(b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors;</p> <p>(c) of all resolutions and proceedings of general meetings and of meetings of the Directors and Committees of Directors; and</p> <p>(d) of all orders made by the Directors and Committees of Directors.</p> <p>(2) Any such minutes of any meeting of the Directors, or of any Committee of Directors, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.</p> <p>(3) The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the office, and shall be open to the inspection of any Member during normal office hours without charge.</p>



Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 133 Minutes. (cont'd)	(4) Any Member shall be entitled to be furnished within <u>fourteen (14) days or such other period as may be required under the Act</u> a <del>reasonable period</del> after he has made a request in writing in that behalf to the Company with a copy of any minutes specified in subparagraph (3) of this Article at a charge not exceeding Ringgit One (RM1.00) for every hundred words thereof.	(4) Any Member shall be entitled to be furnished within fourteen (14) days or such other period as may be required under the Act after he has made a request in writing in that behalf to the Company with a copy of any minutes specified in subparagraph (3) of this Article at a charge not exceeding Ringgit One (RM1.00) for every hundred words thereof.
Article 135	The Directors shall cause to be kept at the office of the Company a <del>R</del> register of Directors, Managers and Secretaries of the Company as required under the Act.	The Directors shall cause to be kept at the office of the Company a register of Directors, Managers and Secretaries of the Company as required under the Act.
Article 136 Power to authenticate documents.	Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any book, record, document and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; <del>and where any book, record, document 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.</del>	Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Directors, and any book, record, document and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p data-bbox="204 219 373 456">Article 143 Dividend warrant may be sent by post and unpaid dividend to bear no interest.</p> <p data-bbox="204 1256 373 1346">Company not responsible for loss in post.</p>	<p data-bbox="395 219 880 1084">(1) Unless otherwise directed, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrants sent through the post to the last registered address of the Member <u>or paid via electronic transfer of remittance to the bank account provided by the Member.</u> <del>or person entitled</del> Every cheque or warrant <u>or electronic transfer of remittance</u> <del>sent</del> shall be made payable to the order of the person to whom it is sent and the payment of such cheque or warrant <u>or electronic transfer of remittance</u> shall operate as a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant <u>or electronic transfer of remittance</u> shall be sent at the risk of the person entitled to the money thereby represented.</p> <p data-bbox="453 1122 880 1218">No unpaid dividend or unpaid interest shall bear interest as against the Company.</p> <p data-bbox="395 1256 880 1451">(2) The Company shall not be responsible for the loss of any cheque, draft, dividend warrant or postal order which shall be sent by post duly addressed to the <del>the</del> Member for whom it is intended.</p> <p data-bbox="395 1489 880 1684">(3) The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>	<p data-bbox="903 219 1388 1048">(1) Unless otherwise directed, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrants sent through the post to the last registered address of the Member or paid via electronic transfer of remittance to the bank account provided by the Member. Every cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent and the payment of such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent at the risk of the person entitled to the money thereby represented.</p> <p data-bbox="960 1122 1388 1218">No unpaid dividend or unpaid interest shall bear interest as against the Company.</p> <p data-bbox="903 1256 1388 1451">(2) The Company shall not be responsible for the loss of any cheque, draft, dividend warrant or postal order which shall be sent by post duly addressed to the Member for whom it is intended.</p> <p data-bbox="903 1489 1388 1684">(3) The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 147 Financial Statements to be kept.	The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act <u>and the Exchange</u> and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to <del>Section 167(4)</del> of the Act the books of account or records of operations shall be kept at the office or at such other place as the Directors think fit and shall at all times be open to inspection by the Directors.	The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets and other documents as required by the Act and the Exchange and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. Subject always to the Act the books of account or records of operations shall be kept at the office or at such other place as the Directors think fit and shall at all times be open to inspection by the Directors.
Article 148 Presentation of financial statements.	(1) The Directors shall from time to time in accordance with <del>Section 169</del> of the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the <del>Section</del> <u>Act</u> PROVIDED ALWAYS <u>THAT</u> <del>that</del> this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware but any <del>m</del> 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.	(1) The Directors shall from time to time in accordance with the Act, cause to be prepared and laid before the Company in general meeting such financial statements and report as are referred to in the Act PROVIDED ALWAYS THAT this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware 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.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
<p>Article 148 Presentation of financial statements. (cont'd)</p>	<p>(1a) <u>Such documents may be in printed form or in compact disc read-only memory (“CD-ROM”) or digital versatile disc read-only memory (“DVD-ROM”) format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media.</u></p> <p>(2) The requisite number of copies of each such documents as are referred to in paragraph (1) of this <del>preceding</del> Article shall be forwarded to the Exchange upon which the Company may be listed at the same time as such documents are sent to the Members.</p> <p>(3) The interval between the close of a financial year of the Company and the issue of the <del>annual</del> <del>accounts</del> <u>financial statements</u>, the Directors' and Auditors' reports <u>for purposes of filing with the Exchange</u> shall not exceed four (4) months <u>or such other period as may be determined by the Exchange from time to time.</u></p>	<p>(1a) Such documents may be in printed form or in compact disc read-only memory (“CD-ROM”) or digital versatile disc read-only memory (“DVD-ROM”) format or in any other format whatsoever (whether available now or in the future) through which images, data, information or other materials may be viewed whether electronically or digitally or howsoever or in such other form of electronic media.</p> <p>(2) The requisite number of copies of each such documents as are referred to in paragraph (1) of this Article shall be forwarded to the Exchange upon which the Company may be listed at the same time as such documents are sent to the Members.</p> <p>(3) The interval between the close of a financial year of the Company and the issue of the audited financial statements, the Directors' and Auditors' reports for purposes of filing with the Exchange shall not exceed four (4) months or such other period as may be determined by the Exchange from time to time.</p>
<p>Article 151 Appointment of Auditors.</p>	<p>The Company at each annual general meeting shall appoint an Auditor or Auditors to hold office until the next annual general meeting, and their appointment, remuneration, rights and duties shall be regulated by <del>Sections 8, 9, 172 and 174</del> of the Act.</p>	<p>The Company at each annual general meeting shall appoint an Auditor or Auditors to hold office until the next annual general meeting, and their appointment, remuneration, rights and duties shall be regulated by the Act.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 152 Audited financial statements conclusive.	Every financial statements of the Company when audited and <u>laid before the Company at approved</u> by a general meeting shall be conclusive, except as regards any error discovered therein, within three (3) months next after <u>such general meeting</u> <del>the approval thereof</del> . Whenever any such error is discovered within that period, the financial statements shall forthwith be corrected by the Directors and an entry made in their minute book and henceforth, shall be conclusive.	Every financial statements of the Company when audited and laid before the Company at a general meeting shall be conclusive, except as regards any error discovered therein, within three (3) months next after such general meeting. Whenever any such error is discovered within that period, the financial statements shall forthwith be corrected by the Directors and an entry made in their minute book and henceforth, shall be conclusive.
Article 153 Mode of service.	A notice or any other document <u>under these Articles</u> may be served by the Company or the Secretary <u>in printed form or in CD-ROM or DVD-ROM format or in such other form of electronic media or any combination thereof</u> , upon any Member or Director as the case may be either <del>personally by hand</del> , <u>by</u> telephone, facsimile or <del>by</del> sending it by <del>registered</del> post addressed to such Member or Director at <del>the his registered</del> address as appearing in the <del>Register</del> and/or the Record of Depositors, or register of Directors as the case may be <u>or by electronic means to the address provided by the Member or Director</u> .	A notice or any other document under these Articles may be served by the Company or the Secretary in printed form or in CD-ROM or DVD-ROM format or in such other form of electronic media or any combination thereof, upon any Member or Director as the case may be either by hand, telephone, facsimile or sending it by post addressed to such Member or Director at the address as appearing in the Register and/or the Record of Depositors, or register of Directors as the case may be or by electronic means to the address provided by the Member or Director.
Article 154	Each holder of registered shares, whose registered place of address is not in Malaysia, may from time to time notify in writing to the Company an address in Malaysia, which shall be deemed to be his registered place of address within the meaning of the last preceding Article otherwise the notice or any other document <del>including a share certificate</del> may be sent to him, by <del>registered</del> post <u>or by electronic means</u> to his registered address appearing in the Register and/or the Record of Depositors.	Each holder of registered shares, whose registered place of address is not in Malaysia, may from time to time notify in writing to the Company an address in Malaysia, which shall be deemed to be his registered place of address within the meaning of the last preceding Article otherwise the notice or any other document may be sent to him, by post or by electronic means to his registered address appearing in the Register and/or the Record of Depositors.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 156	<p>(1) A notice or other document if served or sent by post, <del>telegram facsimile</del> or other <u>electronic means telegraphic communication</u>, shall be deemed to have been served or delivered on the day on which the envelope or wrapper containing the same is posted or the message contained in the notice or document is transmitted, as the case may be.</p> <p>(2) A certificate in writing signed by any Manager, Secretary or other officer of the Company that a letter, envelope or wrapper containing the notice or other document was properly addressed and put into the <del>Post Office</del> letter box or in the case of a <del>telegram facsimile</del> or other <u>electronic means, telegraphic communication</u> that other <u>facsimile or electronic means telegraphic communication</u> was properly transmitted, shall be conclusive evidence thereof.</p>	<p>(1) A notice or other document if served or sent by post or other electronic means, shall be deemed to have been served or delivered on the day on which the envelope or wrapper containing the same is posted or the message contained in the notice or document is transmitted, as the case may be.</p> <p>(2) A certificate in writing signed by any Manager, Secretary or other officer of the Company that a letter, envelope or wrapper containing the notice or other document was properly addressed and put into the post office letter box or in the case of a facsimile or other electronic means, that other facsimile or electronic means was properly transmitted, shall be conclusive evidence thereof.</p>
Article 157 Notice valid though Member deceased.	Any notice or document sent by <u>hand, post, facsimile or electronic means to</u> , <del>or left at the registered address of any Member</del> in pursuance of these Articles, shall, notwithstanding such Member be then deceased and whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered shares until some other person be registered in his stead as the holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives.	Any notice or document sent by hand, post, facsimile or electronic means in pursuance of these Articles, shall, notwithstanding such Member be then deceased and whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered shares until some other person be registered in his stead as the holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives.

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 165	The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the <del>Central</del> Depository and other appropriate authorities, to the extent required by law, notwithstanding any provision in these Articles to the contrary.	The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time, or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provision in these Articles to the contrary.
Article 166	<p>(1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.</p> <p>(5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.</p>	<p>(1) Notwithstanding anything contained in these Articles, if the Listing Requirements prohibit an act being done, the act shall not be done.</p> <p>(2) Nothing contained in these Articles prevents an act being done that the Listing Requirements require to be done.</p> <p>(3) If the Listing Requirements require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).</p> <p>(4) If the Listing Requirements require these Articles to contain a provision and they do not contain such a provision, these Articles are deemed to contain that provision.</p> <p>(5) If the Listing Requirements require these Articles not to contain a provision and they contain such a provision, these Articles are deemed not to contain that provision.</p>

Article No.	Existing Article with Amendments Marked	Clear Amended Version
Article 166 (cont'd)	<p>(6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.</p> <p>(7) For the purpose of these Articles, unless the context otherwise requires, the Listing Requirements means the Listing Requirements of <u>the</u> Exchange including any amendment to the Listing Requirements that may be made from time to time.</p>	<p>(6) If any provision of these Articles is or becomes inconsistent with the Listing Requirements, these Articles are deemed not to contain that provision to the extent of the inconsistency.</p> <p>(7) For the purpose of these Articles, unless the context otherwise requires, the Listing Requirements means the Listing Requirements of the Exchange including any amendment to the Listing Requirements that may be made from time to time.</p>



**FURTHER INFORMATION****1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular had been seen and approved by the Directors who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

**2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

Save for the following, MPI and its subsidiaries are not engaged in any material litigation, claims and arbitration either as plaintiff or defendant and the Directors are not aware of any proceeding pending or threatened against MPI and its subsidiaries or any facts likely to give rise to any proceeding which might materially and adversely affect the position and business of MPI and its subsidiaries:

Amkor Technology, Inc (“Amkor”) has filed a complaint with the International Trade Commission (“ITC”) on 17 November 2003 alleging Carsem (M) Sdn Bhd, Carsem Semiconductor Sdn Bhd and Carsem Inc (collectively “Carsem Group”) of infringing three of Amkor’s United States Patents. Amkor has also filed a civil lawsuit at the District Court on even date alleging Carsem Group of infringement of the same three patents which are the subject of the ITC Investigation.

Following a hearing in July and August 2004, an Administrative Law Judge (“ALJ”) issued an Initial Determination finding all of the asserted claims of Amkor’s patents invalid, not infringed, or both, and no violation by Carsem Group. Subsequently, the ITC reviewed the Initial Determination and remanded to the ALJ for further findings on several issues.

Carsem Group has now been advised by its lawyers that the ALJ has found that some but not all of Carsem Group’s devices infringed on Amkor’s patents. Carsem Group has filed a petition for review by the ITC and the motion to extend the target date for completion of this investigation by three months pending ASAT, Inc.’s subpoena enforcement proceeding (“ASAT Proceeding”).

Carsem Group’s motion is granted to the extent that the target date for completion of this investigation is extended to a date that is three months after completion of the pending ASAT Proceeding.

As at the date of this Circular, the ASAT Proceeding is still pending.

**3. MATERIAL CONTRACTS**

There are no contracts which are material (not being contracts entered into in the ordinary course of business) which have been entered into by MPI Group during the two (2) years immediately preceding the date of this Circular.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of MPI at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular to the date of the EGM:

- (i) Memorandum and Articles of Association of MPI;
- (ii) Audited Financial Statements of MPI Group for the two (2) financial years ended 30 June 2007 and 2008; and
- (iii) Complaint referred to in paragraph 2 above.



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Malaysian Pacific Industries Berhad (“the Company”) will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company to be held at 10.00 a.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:

### **ORDINARY RESOLUTION 1**

**- PROPOSED SHAREHOLDERS’ MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG COMPANY (MALAYSIA) BERHAD (“HLCM”) AND PERSONS CONNECTED WITH HLCM**

“**THAT** approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(A) of Part A of the Circular to Shareholders dated 29 September 2008 with HLCM and persons connected with HLCM as set out in Appendix II of this Circular (“Hong Leong Group”), provided that such transactions are undertaken in the ordinary course of business, at arm’s length basis and on commercial terms which are not more favourable to Hong Leong Group than those generally available to and/or from the public and are not detrimental to the minority shareholders and that the aggregate value of the recurrent related party transactions conducted during the financial year is disclosed in the annual report of the Company by providing a breakdown of the aggregate value of the transactions made during the financial year, amongst others, based on the following information:

- (a) the type of the recurrent related party transactions made; and
- (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company;

AND THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this Extraordinary General Meeting at which such proposed shareholders’ mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT authority be and is hereby given to the Directors of the Company to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

## **ORDINARY RESOLUTION 2**

### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG INVESTMENT HOLDINGS PTE. LTD. ("HLIH") AND ITS SUBSIDIARIES AND ASSOCIATED CORPORATIONS**

**"THAT** approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.3(B) of Part A of the Circular to Shareholders dated 29 September 2008 with HLIH and its subsidiaries and associated corporations ("HLIH Group"), provided that such transactions are undertaken in the ordinary course of business, at arm's length basis and on commercial terms which are not more favourable to HLIH Group than those generally available to and/or from the public and are not detrimental to the minority shareholders and that the aggregate value of the recurrent related party transactions conducted during the financial year is disclosed in the annual report of the Company by providing a breakdown of the aggregate value of the transactions made during the financial year, amongst others, based on the following information:

- (a) the type of the recurrent related party transactions made; and
- (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company;

AND THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this Extraordinary General Meeting at which such proposed shareholders' mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT authority be and is hereby given to the Directors of the Company to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

## **ORDINARY RESOLUTION 3**

### **- PROPOSED RENEWAL OF THE AUTHORITY FOR THE PURCHASE OF OWN SHARES BY THE COMPANY**

**"THAT** subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up share capital on Bursa Securities subject further to the following:

- (a) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up share capital of the Company ("Shares") for the time being;

- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Company. As of 30 June 2008, the audited retained profits and share premium of the Company were RM254.15 million and RM249.95 million respectively; and
- (c) the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting (“AGM”) of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authority;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares (“Said Shares”) in the following manner:

- (i) cancel the Said Shares;
- (ii) retain the Said Shares as treasury shares;
- (iii) retain part of the Said Shares as treasury shares and cancel the remainder;
- (iv) distribute all or part of the Said Shares as dividends to shareholders, and/or resell on Bursa Securities and/or cancel all or part of them,

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company.”

## **SPECIAL RESOLUTION**

### **- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“**THAT** the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix IV of the Circular to Shareholders dated 29 September 2008 be and are hereby approved.”

By Order of the Board

Joanne Leong Wei Yin  
Company Secretary

Kuala Lumpur  
29 September 2008

#### **Notes:**

1. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.*
2. *The Form of Proxy must be deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.*



# Malaysian Pacific Industries Berhad (4817-U)

A Member of the Hong Leong Group  
(Incorporated in Malaysia)

## FORM OF PROXY

I/We \_\_\_\_\_  
of \_\_\_\_\_ being a member of  
Malaysian Pacific Industries Berhad, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Tuesday, 21 October 2008 immediately upon the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company to be held at 10.00 a.m. on the same day.

My/Our proxy is to vote either on a show of hands or on a poll as indicated below with an "X":

RESOLUTIONS	FOR	AGAINST
<b>ORDINARY RESOLUTION 1</b> - Proposed shareholders' mandate on recurrent related party transactions of a revenue or trading nature with Hong Leong Company (Malaysia) Berhad ("HLCM") and persons connected with HLCM		
<b>ORDINARY RESOLUTION 2</b> - Proposed shareholders' mandate on recurrent related party transactions of a revenue or trading nature with Hong Leong Investment Holdings Pte. Ltd. and its subsidiaries and associated corporations		
<b>ORDINARY RESOLUTION 3</b> - Proposed renewal of the authority for the purchase of own shares by the Company		
<b>SPECIAL RESOLUTION</b> - Proposed amendments to the Articles of Association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

\_\_\_\_\_  
Number of shares held

\_\_\_\_\_  
Signature(s) of Member

### Notes:

1. If you wish to appoint other person(s) to be your proxy, insert the name(s) and address(es) of the person(s) desired in the space so provided.
2. If there is no indication as to how you wish your vote(s) to be cast, the proxy will vote or abstain from voting at his/her discretion.
3. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
4. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where two proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. In the case where a member is a corporation, this Form of Proxy must be executed under its Common Seal or under the hand of its Attorney.
6. All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time for holding the meeting or adjourned meeting.

