



# DIJAYA CORPORATION BERHAD

(Company No. 47908-K)

## APPENDIX I

### DIJAYA CORPORATION BERHAD

#### – DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In compliance with the amendments to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company proposes to amend the Articles of Association of the Company as detailed below (for which differences are highlighted in bold):-

Article No.	Existing Articles	Proposed Articles
Article 2	<p><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.</b></p> <p>“The <b>Central</b> Depositors Act” means The Securities Industry (Central Depositories) Act, 1991.</p> <p>“The <b>Central</b> Depository” means <b>Malaysian Central Depository Sdn Bhd (165570-W)</b></p> <p>“The Exchange” means <b>Kuala Lumpur Stock Exchange</b> and such other stock exchange if any upon which the shares of the Company may be listed and quoted.</p>	<p><b>To be deleted.</b></p> <p>“The Depositories Act” means The Securities Industry (Central Depositories) Act, 1991 <b>or any statutory modification amendment or re-enactment thereof for the time being in force.</b></p> <p><b>“The Depository” means Bursa Malaysia Depository Sdn Bhd (165570-W) including any further change to its name.</b></p> <p>“The Exchange” means <b>Bursa Malaysia Securities Berhad</b> and such other stock exchange if any upon which the shares of the Company may be listed and quoted.</p>

The term “Central Depository” wherever it appears in this Articles of Association, shall be replaced with the term “Depository”

Article 4(3)	<p>Paragraph (l) of this Article shall be subject to the following restrictions, that is to say:-</p> <p>(a) No Director shall participate in <b>an</b> issue of shares or options to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director <b>and unless he holds office in the Company in an executive capacity. Provided Always that a Director not holding office in an executive capacity may so participate in an issue of shares pursuant to a public offer or a public issue;</b></p> <p><b>(b) No issue of preference shares shall be made which would result in the total nominal value of issued preference shares exceeding the total nominal value of the issued ordinary shares at any time;</b></p>	<p>Paragraph (l) of this Article shall be subject to the following restrictions, that is to say:-</p> <p>a) No Director shall participate in <b>any</b> issue of shares or options to employees of the Company unless the shareholders in general meeting have approved of the specific allotment to be made to such Director;</p> <p><b>To be deleted.</b></p> <p><b>Renumbering of existing sub-articles 4(3)(c) and 4(3)(d) as 4(3)(b) and 4(3)(c) respectively.</b></p>
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Article No.	Existing Articles	Proposed Articles
Article 5(3)	<b>Preference shareholders must be entitled to a return of capital in preference to holder of ordinary shares when the Company is wound up.</b>	<b>To be deleted.</b>
Article 29	<p>The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine Provided Always that the suspension shall not exceed thirty (30) Market Days in any year (or such other period permitted under the Act and by the Exchange).</p> <p><b>The Company must give notice of such suspension to the Exchange within the period prescribed by the Exchange Provided That where suspension is requested for the fixing of books closure date, at least Twelve (12) Market Days' notice or intention to suspend the said register of members shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. At least three (3) Market Days prior notice shall be given to the Central Depository to issue the Record of Depositors.</b></p>	<p>The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine Provided Always that the suspension shall not exceed thirty (30) Market Days in any year (or such other period permitted under the Act and by the Exchange).</p> <p><b>The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be in accordance with the requirements of the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors.</b></p>
Article 37	<p>(a) Where:-</p> <ul style="list-style-type: none"> <li>(i) the securities of the Company are listed on <b>the Approved Market Place;</b> and</li> <li>(ii) the Company is exempted from compliance with section 14 of the <b>Central</b> Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,</li> </ul> <p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holder maintained by the registrar of the Company in the jurisdiction of the <b>Approved Market Place (hereinafter referred to as "the Foreign Register")</b>, to the register of holders maintained by the registrar of the Company in Malaysia (<b>hereinafter referred to as "the Malaysian Register"</b>) provided that there shall be no change in the ownership of such securities.</p> <p><b>(b) For the avoidance of doubt, the Company shall not allow any transmission from the Malaysian Register into the Foreign Register.</b></p>	<p>(a) Where:-</p> <ul style="list-style-type: none"> <li>(i) the securities of the Company are listed on <b>another stock exchange;</b> and</li> <li>(ii) the Company is exempted from compliance with section 14 of the Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,</li> </ul> <p>the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p> <p><b>To be deleted.</b></p>
Article 62(3)	<p>The Company shall request the <b>Central</b> Depository in accordance with the Rules, to issue a Record of Depositors, as at <b>a date</b> not less than three (3) Market Days before the General Meeting. The General Meeting Record of Depositors shall <b>(subject to the Securities Industry (Central Depositors) (Foreign Ownership) Regulations 1996 (where applicable))</b> be the final record of all depositors who shall be deemed to be registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</p>	<p>The Company shall request the Depository in accordance with the Rules, to issue a Record of Depositors, as at <b>the latest date which is reasonably practicable which shall in any event be</b> not less than three (3) Market Days before the General Meeting (<b>hereinafter referred to as "the General Meeting Record of Depositors"</b>). The General Meeting Record of Depositors shall be the final record of all depositors who shall be deemed to be registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.</p>

Article No.	Existing Articles	Proposed Articles
Article 63(4)	In addition, at least fourteen (14) days notice of meetings or twenty-one (21) days notice in the case where any special resolution is proposed shall be given by advertisement in at least one <b>national</b> daily newspaper and in writing to the Exchange.	In addition, at least fourteen (14) days notice of meetings or twenty-one (21) days notice in the case where any special resolution is proposed <b>or where it is an Annual General Meeting</b> shall be given by advertisement in at least one <b>(1) nationally circulated Bahasa Malaysia or English</b> daily newspaper and in writing to the Exchange.
Article 67	<p>Ordinary business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(i) Considering and adopting the balance sheet, the reports of the Directors and Auditors and other accounts and documents required to be annexed to the balance sheet.</p> <p>(ii) Declaring dividends.</p> <p>(iii) Fixing the <b>remuneration</b> of the Directors.</p> <p>(iv) Electing Directors in place of those retiring or otherwise.</p> <p>(v) Appointing of Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.</p> <p>Save as aforesaid all business that are transacted at any general meeting shall be deemed special.</p>	<p>Ordinary business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(i) Considering and adopting the balance sheet, the reports of the Directors and Auditors and other accounts and documents required to be annexed to the balance sheet.</p> <p>(ii) Declaring dividends.</p> <p>(iii) Fixing the <b>fee</b> of the Directors.</p> <p>(iv) Electing Directors in place of those retiring or otherwise.</p> <p>(v) Appointing of Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.</p> <p>Save as aforesaid all business that are transacted at any general meeting shall be deemed special.</p>
Article 79	Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands <b>every person present who is a Member or</b> representative or proxy <b>of a member</b> shall <b>have</b> one (1) vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote for each share he holds.	Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney and <b>on a resolution to be decided</b> on a show of hands, <b>a holder of ordinary shares or preference shares who is personally present and entitled to vote or a member's</b> representative or proxy <b>or attorney</b> shall <b>be entitled to</b> one (1) vote, and on a poll every Member present in person or by proxy or attorney or other duly authorised representative shall have one (1) vote for each share he holds.
Article 87	The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office. Until and unless otherwise determined as aforesaid the number of directors shall be not less than (2) and not more than fifteen (15), <b>all of whom shall be natural persons.</b>	The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office. Until and unless otherwise determined as aforesaid the number of directors shall be not less than (2) and not more than fifteen (15).

Article No.	Existing Articles	Proposed Articles
Article 91	<p>The office of Director shall become vacant, if the Director:-</p> <p>(a) becomes bankrupt <b>or makes any arrangement or composition with his creditors generally;</b></p> <p><b>(b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;</b></p> <p>(c) becomes prohibited by law from acting as a Director;</p> <p>(d) resigns from his office by notice in writing given to the Company;</p> <p>(e) is removed from his office by ordinary resolution of the Company in general meeting; or</p> <p><b>(f) is absent from more than 50% of the total Board of Directors' meetings held during a financial year Provided That the Exchange may, at the request of the Company, allow such Director to continue to hold his office.</b></p>	<p>The office of Director shall become vacant, if the Director:-</p> <p>(a) becomes <b>of unsound mind or</b> bankrupt <b>during his term of office;</b></p> <p><b>To be deleted.</b></p> <p><b>(b)</b> becomes prohibited by law from acting as a Director;</p> <p><b>(c)</b> resigns from his office by notice in writing given to the Company; <b>or</b></p> <p><b>(d)</b> is removed from his office by ordinary resolution of the Company in general meeting.</p> <p><b>To be deleted.</b></p>
Article 158	<p><b>In addition to the requirements set out in Section 31 of the Act, the Company shall not delete, amend or add to any of the Articles contained herein unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.</b></p>	<p><b>To be deleted.</b></p>