

**HARN LEN CORPORATION BHD**  
**(Company No. 502606 - H)**  
**(Incorporated in Malaysia)**

**APPENDIX I**  
**IN RELATION TO**  
**THE PROPOSED AMENDMENTS TO**  
**THE ARTICLES OF ASSOCIATION**

**This is the Appendix I referred to in Agenda 11 of the Notice of Annual General Meeting dated 23 May 2007.**

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

The existing Articles of Association of the Company (“the existing Articles”) are amended by the alterations, modifications, deletion and/or additions, wherever necessary whereby the affected existing Articles are reproduced here with the Proposed Amendments to the Articles of Association of the Company alongside it:

Article No.	EXISTING ARTICLES		PROPOSED ARTICLES		Rationale(s)
2.	Definition		Definition		
	WORDS	MEANINGS	WORDS	MEANINGS	
	Approved Market Place	A stock Exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No.2) Order 1998.	<b>[Deleted]</b>		Pursuant to Para 1.01 of the Listing Requirements.
	Central Depository	Malaysian Central Depository Sdn. Bhd. (Company No. 165570-W)	<b>Depository</b>	<b>Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W)</b>	Pursuant to Para 1.01 of the Listing Requirements.
	Depositor	A holder of a securities account	<b>Depositor</b>	<b>A holder of a securities account established by the Depository.</b>	Pursuant to Para 1.01 of the Listing Requirements.
	The Exchange	The Kuala Lumpur Stock Exchange	<b>Exchange</b>	<b>Bursa Malaysia Securities Berhad and / or any other Exchange on which the Company is listed.</b>	Pursuant to Para 1.01 of the Listing Requirements.
	Rules	Means Rules of the Central Depository as defined in section 2 of the Securities Industry Central Depositories) Act 1991 and includes any amendment, modification or re-enactment thereof for the time being in force.	<b>Rules</b>	<b>The Rules of the Depository.</b>	Pursuant to Para 1.01 of the Listing Requirements.

The term “**Kuala Lumpur Stock Exchange**”, wherever appearing in this Articles of Association, shall be replaced with the term “**Bursa Malaysia Securities Berhad**”.

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

Article No.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
5.(e)(ii)	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 Securities pursuant to a public issue or public offer.	<del>he holds office in the Company in an executive capacity Provided Always that</del> A Director not holding office in an executive capacity may so participate, in an issue of Securities pursuant to a public issue or public offer.	Pursuant to Para 7.04 of the Listing Requirements.
6.	<p>Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall within the following period, allot and issue shares or Securities, despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities:</p> <p>(a) within fifteen (15) Market Days of the final applications closing date for, an issue of Securities or such other period as may be prescribed by the Exchange for issue of securities to the public or a rights issue;</p> <p>(b) within ten (10) Market Days of the books closing date for a bonus issue or such other period as may be prescribed by the Exchange;</p> <p>(c) within ten (10) Market Days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange;</p> <p>(d) within ten (10) Market Days of the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed by the Exchange.</p>	<p>Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall within the following period, allot and issue shares or Securities, despatch notices of allotment to the allottees and make an application for the quotation of such shares or securities:</p> <p>(a) (i) <b>within fifteen (15) Market Days of the final applications closing date for, an issue of Securities or such other period as may be prescribed by the Exchange for issue of securities to the public issue;</b></p> <p>(a) (ii) <b>within eight (8) Market Days of the final applications closing date for, an issue of Securities or such other period as may be prescribed by the Exchange for a rights issue;</b></p> <p>(b) <b>[Deleted];</b></p> <p>(c) within <del>ten (10)</del> <b>eight (8)</b> Market Days of the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed by the Exchange;</p> <p>(d) within <del>ten (10)</del> <b>eight (8)</b> Market Days of the date of receipt of a subscription form together with the requisite payment or such other period as may be prescribed by the Exchange.</p>	<p>Pursuant to Para 6.25 of the Listing Requirements.</p> <p>Pursuant to the removal of Para 6.29 of the Listing Requirements.</p> <p>Pursuant to Para 6.32 of the Listing Requirements.</p> <p>Pursuant to Para 6.44 of the Listing Requirements.</p>

Article No.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
8.	<p>Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, the Company shall have the power with the sanction of an Ordinary Resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue further preference shares ranking equally with or in priority to preference shares already issued. Subject thereto, the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time. The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-</p> <p>(a) when the Dividend or part of the Dividend on the preference shares 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 and privileges attaching to the preference shares;</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 shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, the Company shall have the power with the sanction of an Ordinary Resolution to issue preference shares carrying a right to redemption out of profits or liable to be redeemed at the option of the Company or to issue further preference shares ranking equally with or in priority to preference shares already issued. <del>Subject thereto, the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time.</del> The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-</p> <p>(a) when the Dividend or part of the Dividend on the preference shares 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 and privileges attaching to the preference shares;</p> <p>(e) on a proposal to wind up the Company; and</p> <p>(f) during the winding up of the Company</p>	<p>Pursuant to the removal of Para 7.05 of the Listing Requirements.</p>

Article No.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
30.	<p>The registration of transfers may be suspended or the Register of Members and/or the Record of Depositors may be closed at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) day in any year. At least twelve (12) clear Market Days' notice of intention to close the said Register of Members and/or Record of Depositors shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the Register of Members and/or Record of Depositors is being closed.</p>	<p>The registration of transfers may be suspended or the Register of Members and/or the Record of Depositors may be closed at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) day in any year. At least <del>twelve (12) clear</del> <b>ten (10)</b> Market Days' notice of intention to close the said Register of Members and/or Record of Depositors shall be <del>published in a daily newspaper circulating in Malaysia and shall also be</del> given to the Exchange. The said notice shall state the purpose or purposes for which the Register of Members and/or Record of Depositors is being closed.</p>	<p>In line with the amendment to the Listing Requirements whereby the timeframe to make announcement on the Book Closure has been shortened to ten (10) market days.</p> <p>It is also not a requirement under the Listing Requirements to publish the Notice of Book Closure in the daily newspaper.</p>
33.	<p>(1) Where-</p> <p>a) the securities of the Company are listed on an Approved Market Place; 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, 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 Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of Holders maintained by the Registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-</p>	<p>(1) Where-</p> <p>a) the securities of the Company are listed on the <del>Approved Market Place;</del> <b>another Stock Exchange;</b> 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, 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 <del>Approved Market Place (hereinafter referred to as "the Foreign Register"),</del> <b>other stock exchange,</b> to the register of Holders maintained by the Registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") <b>and vice versa</b> subject to the following conditions:-</p>	<p>Pursuant to Para 7.14 of the Listing Requirements.</p>

Article No.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
33. (con't)	<p>(i) there shall be no change in the ownership of such Securities; and</p> <p>(ii) the transmission shall be executed by causing such Securities to be credited directly into the Securities Account of such Securities Holder.</p>	<p>(i) there shall be no change in the ownership of such Securities; and</p> <p>(ii) the transmission shall be executed by causing such Securities to be credited directly into the Securities Account of such Securities Holder.</p>	
33 (2).	Where the requirements of subparagraphs (1)(a) and (b) above are fulfilled the Company shall not allow any transmission of Securities from the Malaysian Register into the Foreign Register.	<b>[Deleted]</b>	Pursuant to Para 7.14 of the Listing Requirements.
61.	Every notice convening General Meetings shall specify the place, the day and the hour of the General Meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General Meeting called to consider special business shall specify the general nature of such business and shall also 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 General Meeting shall be given by advertisement in daily press and in writing to the Exchange and each stock exchange, if any, upon which the company is listed, at the same time as shareholders are notified.	Every notice convening General Meetings shall specify the place, the day and the hour of the General Meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty-one (21) days before the General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General Meeting called to consider special business shall specify the general nature of such business and shall also 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 General Meeting shall be given by advertisement in <b>at least 1 nationally circulated Bahasa Malaysia or English daily newspaper</b> and in writing to the Exchange and each stock exchange, if any, upon which the company is listed, at the same time as shareholders are notified.	Pursuant to Para 7.17 of the Listing Requirements.

Article no.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
62(2).	The Company shall also request the Central Depository in accordance with the Rules to issue a Record of Depositors as at a date not less than three (3) Market Days before the General Meeting (hereinafter referred to as “the General Meeting Record of Depositors”).	The Company shall also request the <del>Central</del> 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 (hereinafter referred to as “the General Meeting Record of Depositors”).	Pursuant to Para 7.18(2) of the Listing Requirements.
76.	Subject to Article 62, a Member shall be entitled to be present and to vote at any General Meeting in respect of any Security or Securities upon which all calls due to the Company have been paid.	<b>Subject to Article 62, each Member shall be entitled to be present and to vote at General Meeting in respect of any share or shares upon which all calls due to the Company have been paid, and may vote in person or by proxy or by attorney or by duly authorised representative, and on a show of hands, a holder of ordinary shares or preference shares who presents as a member or a member’s representative or proxy or attorney and entitled to vote shall be entitled to one vote and on a poll, every Member present in person or by proxy or by attorney or representative shall have one vote for each share he holds.</b>	Pursuant to Para 7.19A of the Listing Requirements.
95.	Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-  (a) becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditor generally;  (b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 of the Act;  (c) ceases to be a Director by virtue of the Act;  (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;	Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-  (a) becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditor generally <b>during his term of office;</b>  (b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 <b>or 130A</b> of the Act;  (c) ceases to be a Director by virtue of the Act;  (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder <b>during his term of office;</b>	Pursuant to Para 7.29 and 15.05(3) of the Listing Requirements.

Article no.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
	<p>(e) resigns his office by notice in writing to the Company and deposited at the Office;</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; or</p> <p>(g) is absent from more than fifty per centum (50%) of the total board of Directors' meetings held during a financial year or in the case of a Director appointed in the course of a financial year, then fifty (50%) percent of the total board meeting held during his actual term of appointment in that financial year.</p>	<p>(e) resigns his office by notice in writing to the Company and deposited at the Office;</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; or</p> <p>(g) is absent from more than fifty per centum (50%) of the total board of Directors meetings held during a financial year or in the case of a Director appointed in the course of a financial year, then fifty (50%) percent of the total board meeting held during his actual term of appointment in that financial year <b>save and except in a case where the Exchange has granted a waiver to the director from compliance with this requirement.</b></p>	
147.	All Dividends unclaimed for one (1) Year, subject to the Unclaimed Monies Act, 1965 after having been declared may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid pursuant to the Unclaimed Monies Act, 1965	All Dividends unclaimed for one (1) Year, <del>subject to the</del> <b>shall be disposed off in accordance with the provisions of the</b> Unclaimed Monies Act, 1965. <del>after having been declared may be invested or otherwise made use by the Directors for the benefit of the Company until claimed or paid pursuant to the</del> Unclaimed Monies Act, 1965	Pursuant to the Unclaimed Monies Act 1965.
153.	A notice may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia as appearing in the Register of Members or the Record of Depositors or (if he has no registered address within Malaysia) to the address, if any, within Malaysia supplied by him to the Company for the giving of notices to him.	A notice may be given by the Company to any Member either personally or by sending it by post to him in a prepaid letter addressed to him at his registered address in Malaysia as appearing in the Register of Members or the Record of Depositors or (if he has no registered address within Malaysia) to the address if any, within Malaysia supplied by him to the Company for the giving of notices to him <b>and by an advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper.</b>	Pursuant to Para 7.17 of the Listing Requirements.

Article no.	EXISTING ARTICLES	PROPOSED ARTICLES	Rationale(s)
162.	The Company shall not delete, amend or add to any of its existing Articles of Association which have been previously approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.	The Company shall not <b>may by special resolution</b> delete, amend or add to any of its existing Articles of Association <del>which have been previously approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.</del>	Bursa Malaysia has via Practice Note 18/2005 removed the requirement to review any proposed amendments to the Articles of Association.