



NPC RESOURCES BERHAD

(Company No. 502313-P)

(Incorporated in Malaysia under the Companies Act, 1965)

APPENDIX A TO THE COMPANY'S ANNUAL REPORT 2007

IN RELATION TO

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

NPC RESOURCES BERHAD (502313-P)

APPENDIX A

Details of the Proposed Amendments to the Articles of Association of the Company are as follows:

(Note: Deletions are struckthrough and additions are underlined)

Article No.	Existing Provisions		Proposed Provisions	
2.	Interpretation		Interpretation	
	Words	Meanings	Words	Meaning
	Approved Market Place	A stock exchange which is specified to be an approved marked place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998.	Deleted	
	Central Depository	Malaysian Central Depository Sdn. Bhd. (Company No. 165570-W)	Depository	<u>Bursa Malaysia Depository Sdn. Bhd.</u> (Company No. 165570-W)
	Central Depositories Act	Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.	<u>Depository Act</u>	Securities Industry (Central Depositories) Act 1991, or any statutory modification, amendment or re-enactment thereof for the time being in force.
	Deposited Security	A security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.	Deposited Security	<u>Shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.</u>
	Depositor	A holder of a securities account.	Depositor	A holder of a securities account <u>established by the Depository.</u>
	Exchange or Stock Exchange	Kuala Lumpur Stock Exchange and such other stock exchange, if any, upon which the shares of the Company may be listed or quoted.	Exchange	<u>Bursa Malaysia Securities Berhad.</u>
3.	Member	Any registered holders of shares in the Company including any person/persons for the time being holding shares in the Company and whose names appear in the Register (except Malaysian Central Depository Nominees Sdn Bhd) including depositors whose names appear on the Record of Depositors.	Member	<u>A depositor who shall be treated as if he were a member pursuant to Section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Depository in its capacity as a bare trustee.</u>
	Record of Depositors	A record provided by the Central Depository to the Company or its registrars or its issuing house pursuant to an application under chapter 24 of the Rules.	Record of Depositors	A record provided by the Depository to the Company under chapter 24 of the Rules <u>of the Depository.</u>

Article No.	Existing Provisions	Proposed Provisions
2. (cont'd)	<p>Interpretation</p> <p>Words Meanings</p> <p>Rules The Rules of the Central Depository for the time being or any appendices thereto as amended from time to time.</p> <p>Securities Shall have the meanings given in section 2 of the Securities Commission Act 1993.</p> <p>Securities Account An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealings in such securities by the Depositor as permitted under the Central Depositories Act and /or the Rules.</p> <p>New Provision</p>	<p>Interpretation</p> <p>Words Meaning</p> <p><u>Rules of the Depository</u> <u>Shall have the meaning given in Section 2 of the Securities Industry (Central Depositories) Act 1991.</u></p> <p>Securities Shall have the meanings given in Section 2 of the <u>Capital Markets and Services Act 2007.</u></p> <p>Securities Account An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.</p> <p><u>Securities Laws</u> <u>Means the Capital Markets and Services Act 2007, the Securities Industry (Central Depositories) Act 1991 and the Securities Commission Act 1993, collectively.</u></p>

All references to the above interpretations throughout the Articles of Association of the Company be changed accordingly

Article No.	Existing Provisions	Proposed Provisions
3.	<p>Share Capital</p> <p>The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into Five Hundred Million (500,000,000) shares of Ringgit Malaysia One (RM1.00) each.</p>	Deleted
4.	<p>Power to purchase own shares</p> <p>The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities or in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof.</p>	<p>Power to purchase own shares</p> <p>The Company shall have the power, subject to and in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof for the time being in force, to purchase its own shares and thereafter to deal with the shares purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Exchange and any other relevant authorities in respect thereof.</p>

Article No.	Existing Provisions	Proposed Provisions
6.	<p>Allotment of shares</p> <p>(c) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Directors shall participate in such issues of shares or option unless:</p> <p>(i) the Members of the Company in general meeting have approved the specified allotment to be made to such Director; and</p> <p>(ii) the Director holds office in an executive capacity.</p>	<p>Allotment of shares</p> <p>(c) every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Directors shall participate in such issues of shares or option unless the Members of the Company in general meeting have approved the specified allotment to be made to such Director.</p>
7.	<p>Power and restriction to issuance and redemption of preference capital</p> <p>Subject to the Act, the Company shall have the power to issue preference shares, with the sanction of an ordinary resolution, on the terms that they are, or at the option of the Company are liable, to be redeemed but:</p> <p>(a) The total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time; and</p> <p>(b) The Company shall not issue preference shares in priority above preference shares already issued, but may issue preference shares ranking equally therewith.</p>	<p>Power and restriction to issuance and redemption of preference capital</p> <p>Subject to the Act, the Company shall have the power to issue preference shares, with the sanction of an ordinary resolution, on the terms that they are, or at the option of the Company are liable, to be redeemed but the Company shall not issue preference shares in priority above preference shares already issued, but may issue preference shares ranking equally therewith.</p>
9.	<p>Other rights of preference shareholders</p> <p>The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the company is wound up. A holder of a preference share must be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited accounts, and attending meetings.</p>	<p>Other rights of preference shareholders</p> <p>A holder of a preference share must be entitled to the same rights as a holder of an ordinary share in relation to receiving notices, reports and audited accounts, and attending meetings.</p>

Article No.	Existing Provisions	Proposed Provisions
20.	<p><u>Signatures of certificates</u></p> <p>Every certificate shall be issued under the Seal and bear the signatures or the autographical signatures reproduced by mechanical, electronic and/or by any other means of one (1) Director and the Secretary or a second other person as may be authorised by the Directors, and shall specify the Securities to which it relates, and the amount paid up thereon.</p>	<p><u>Certificates and signatures thereon</u></p> <p><u>The Registrar of the Company shall only issue jumbo certificates in respect of the shares of the Company in favour of Bursa Malaysia Depository Nominees Sdn Bhd as it may be directed by the Securities Commission pending the crediting of the shares into the Securities Account of the person entitled to such shares or as may be prescribed by the Depository Act and the Rules of the Depository PROVIDED ALWAYS that every certificate shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the facsimile signature of at least one (1) Director and a second Director or the Secretary or some other person appointed by the Directors, and shall specify the number and class of shares of the Company to which it relates and amounts paid thereon.</u></p>
21.	<p>Allotment of Securities and despatch notices</p> <p>Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities:</p> <p>(a) Within fifteen (15) market days of the final application closing date for an issue of Securities or such other period as may be prescribed by the Exchange for issues 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: and</p> <p>(d) Within ten (10) market days of the receipt of a subscription form together with the requisite payment in respect of warrant or convertible securities or such other period as may be prescribed by the Exchange.</p>	<p>Allotment of Securities and despatch notices</p> <p>Subject to the provisions of the Act, the <u>Depository</u> Act and the Rules <u>of the Depository</u>, the Company shall allot and/or issue Securities, despatch notices of allotment to the successful allottees and make an application for the quotation of such Securities:</p> <p>(a)(i) Within fifteen (15) market days of the final applications <u>date</u> for an issue of Securities <u>to the public</u> or such other period as may be prescribed by the Exchange;</p> <p>(ii) <u>Within eight (8) market days after the final applications closing date for a rights issue or such other period as may be prescribed or allowed by the Exchange;</u></p> <p>(b) Deleted</p> <p>(c) Within <u>eight (8)</u> market days <u>after</u> 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 <u>or allowed</u> by the Exchange: and</p> <p>(d) Within <u>eight (8)</u> market days <u>after</u> the <u>date of</u> receipt of a subscription form together with the requisite payment in respect of warrant or <u>other</u> convertible securities or such other period as may be prescribed <u>or allowed</u> by the Exchange.</p>

Article No.	Existing Provisions	Proposed Provisions
39.	<p>Closing of Register</p> <p>The Register of Transfers may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason therefore shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Stock Exchange; such notice shall state the books closing date which shall be at least twelve (12) market days after the date of notification to the Exchange.</p>	<p>Closing of Register</p> <p>The Register of Transfers may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason therefore shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange; such notice shall state the books closing date which shall be at least <u>ten (10)</u> market days after the date of notification to the Exchange.</p>
45.	<p>Transmission of Securities from Foreign Register</p> <p>Where (if applicable)</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, 1991 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 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”) provided that there shall be no change in the ownership of such Securities.</p> <p>Where the requirements under (a) and (b) are fulfilled, the Company shall not allow any transmission of Securities from the Malaysian Register into the Foreign Register.</p>	<p>Transmission of Securities</p> <p>Where (if applicable)</p> <p>(a) the Securities of the Company are listed on <u>another stock exchange</u>; and</p> <p>(b) the Company is exempted from compliance with section 14 of the <u>Depository</u> Act, 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the <u>Rules of the Depository</u> in respect of such Securities,</p> <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 <u>other stock exchange</u> to the register of holders maintained by the registrar of the Company in Malaysia <u>and vice versa</u> provided that there shall be no change in the ownership of such Securities.</p> <p>Deleted</p>
64A.	<p>New Provision</p>	<p><u>Venue and Technology for General Meetings</u></p> <p><u>General meetings may be held within Malaysia at more than one (1) venue using any technology that allows all members a reasonable opportunity to participate.</u></p>

Article No.	Existing Provisions	Proposed Provisions
68.	<p>Notices based on names in Record of Depositors</p> <p>Where shares in Company are Deposited Securities, the Company shall request Record of Depositors from the Central Depository in the following manner:</p> <p>(a) The Company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(b) The Company shall 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”).</p>	<p>Notices based on names in Record of Depositors</p> <p>Where shares in Company are Deposited Securities, the Company shall request Record of Depositors from the Depository in the following manner:</p> <p>(a) The Company shall request the Depository in accordance with the Rules <u>of the Depository</u>, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company.</p> <p>(b) The Company shall request the Depository in accordance with the Rules <u>of the Depository</u> to issue a Record of Depositors, as at <u>the latest date which is reasonably practicable which shall in any event be</u> not less than three (3) market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).</p>
71.	<p>Details of notices</p> <p>The notice shall be exclusive of the day which 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, where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall also be given by advertisement in the daily press and in writing to the Exchange upon which the Company is listed.</p>	<p>Details of notices</p> <p>The notice <u>convening a meeting</u> 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, where any special resolution is to be proposed or where it is an annual general meeting, of every such meeting shall also be given by advertisement in <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.</p>
71A.	<p>New Provision</p>	<p><u>Requirement in notice calling meeting</u></p> <p><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 one (1) but not more than two (2) proxies to attend and vote instead of him at the same meeting, and that 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 and that where a Member appoints two (2) proxies to attend and vote instead of him at the same Meeting, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.</u></p>

Article No.	Existing Provisions	Proposed Provisions
78.	<p>Voting rights</p> <p>Subject to any special terms as to voting upon which any shares may be issued or may for the time being held, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or corporate representative, and on a show of hands. Every Member present in person or by proxy or by corporate representative appointed under these Articles shall have one (1) vote and upon a poll every Member present in person or by proxy or by corporate representative shall have one (1) vote for each ordinary share held by him. A proxy may but does not need to be a Member of the Company and the provisions of Section 149(1)(b) of the Act need not be complied with.</p>	<p>Voting rights</p> <p>Subject to any special terms as to voting upon which any shares may be issued or may for the time being held, at meetings of Members or classes of Members, <u>on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is present in person or by proxy or by attorney or in the case a corporation by a duly authorised representative and entitled to vote, shall be entitled to one (1) vote</u> and upon a poll every Member present in person or by proxy or by <u>attorney or by</u> corporate representative shall have one (1) vote for each ordinary share <u>or preference share</u> held by him. <u>A proxy shall be entitled to vote on a show of hands on any question at any general meeting.</u> The provisions of Section 149(1)(a) of the Act <u>shall not apply to the Company.</u></p>
88.	<p>Instrument appointing a proxy</p> <p>Votes may be given personally or by proxy or in the case of a corporation by a representative duly authorised as aforesaid. The instrument appointing the proxy shall be in writing or if such appointor is a corporation either under its Common Seal or the hands of its officers or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>	<p>Appointment of proxy</p> <p><u>A Member entitled to attend and vote at a meeting is entitled to appoint one (1) but not more than two (2) proxies to attend and vote instead of him at the same meeting. 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. Where a Member appoints two (2) proxies to attend and vote instead of him at the same meeting, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.</u> The instrument appointing the proxy shall be in writing <u>under the hand of the appointor or of his attorney duly authorised in writing</u> or if such appointor is a corporation either under its Common Seal or the hands of its officers or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>
89.	<p>Form of Proxy</p> <p>New Provision</p>	<p>Form of Proxy</p> <p>Notes:</p> <p>(a) <u>A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. 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.</u></p> <p>(b) <u>A member shall be entitled to appoint one (1) but not more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies to attend and vote instead of him at the same Meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.</u></p>

Article No.	Existing Provisions	Proposed Provisions
89. (cont'd)		<p>(c) <u>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 is a corporation, either under its Common Seal or the hands of its officers or attorney duly authorised.</u></p> <p>(d) <u>The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.</u></p>
92.	<p>Number of Directors</p> <p>All the Directors of the Company shall be natural persons and of full age and until otherwise determined by general meeting the number of Directors (not including alternate directors) shall not be less than two (2) nor more than eleven (11) but in the event of any casual vacancy and reducing the number of Directors below the aforesaid minimum, the continuing Director or Directors may, except in emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.</p>	<p>Number of Directors</p> <p>Until otherwise determined by general meeting the number of Directors (not including alternate directors) shall not be less than two (2) nor more than eleven (11) but in the event of any casual vacancy and reducing the number of Directors below the aforesaid minimum, <u>the remaining Directors may, continue to act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors.</u> <u>the remaining</u> Directors may, except in emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company.</p>
105.	<p>When office of Director deemed vacant</p> <p>The office of any Director shall become vacant ipso facto if such Director:</p> <p>(a) becomes bankrupt or has a Receiving Order in bankruptcy made against him or makes any arrangement or composition with his creditors generally;</p> <p>(b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 130 of the Act;</p> <p>(c) ceases to be a Director by virtue of the Act;</p> <p>(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 and the Directors resolved that his office be vacated;</p> <p>(e) resigns his office by notice in writing under his hand left at the registered address for the time being of the Company;</p>	<p>When office of Director deemed vacant</p> <p>The office of any Director shall become vacant ipso facto if, <u>during his term of office</u> such Director:</p> <p>(a) becomes bankrupt or has a Receiving Order in bankruptcy made against him or makes any arrangement or composition with his creditors generally;</p> <p>(b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes Section 130 of the Act;</p> <p>(c) ceases to be a Director by virtue of the Act, <u>the Securities Laws and Listing Requirements;</u></p> <p>(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 and the Directors resolved that his office be vacated;</p> <p>(e) resigns his office by notice in writing under his hand left at the registered address for the time being of the Company;</p>

Article No.	Existing Provisions	Proposed Provisions
105. (cont'd)	<p>(f) is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given; and</p> <p>(g) is absent from more than 50% of the total Board of Directors' meeting held during a financial year unless an exemption or waiver is obtained from the Stock Exchange.</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; and</p> <p>(g) is absent from more than 50% of the total Board of Directors' meeting held during a financial year.</p>
106.	<p>Business of Company to be managed by Directors</p> <p>Subject to the provisions of the Act, the management and control of the business and affairs of the Company shall be vested in the directors who in addition to the power and authorities by these Articles or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company; and not hereby or by the statutes expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the statutes and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting PROVIDED THAT no regulation so made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p>	<p>Business of Company to be managed by Directors</p> <p>Subject to the provisions of the Act, the business and affairs of the Company shall be <u>managed by or under the direction of the Board of Directors. The Board of Directors have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the Act or in the Memorandum or Articles of Association of the Company and exercise all such</u> power and authorities by these Articles or otherwise expressly conferred upon them and not hereby or by the statutes expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the statutes and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Company in general meeting PROVIDED THAT no regulation so made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p>
107.	<p>Limitations on Directors' Powers</p> <p>The Directors shall not, without the prior approval of the Company in general meeting:</p> <p>(a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's or its subsidiaries' undertaking or property;</p> <p>(b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; and</p> <p>(c) enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.</p>	<p>Limitations on Directors' Powers</p> <p>The Directors shall not, without the prior approval of the Company in general meeting:</p> <p>(a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's or its subsidiaries' undertaking or property;</p> <p>(b) exercise any power of the Company to issue shares; and</p> <p>(c) enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.</p>

Article No.	Existing Provisions	Proposed Provisions
115.	<p>Discharge of duties</p> <p>A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly any improper advantage for himself or for any other person or to cause detriment to the Company.</p>	<p>Discharge of duties</p> <p>A Director <u>of the Company</u> shall at all times <u>exercise his powers for a proper purpose and in good faith in the best interest of the Company and shall</u> act honestly and <u>exercise</u> reasonable <u>care, skill and diligence with</u></p> <p>(a) <u>the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities; and</u></p> <p>(b) <u>any additional knowledge, skill and experience which the director in fact has.</u></p> <p>in the discharge of the duties of his office and shall not, <u>without the consent or ratification of a general meeting:</u></p> <p>(a) <u>use the property of the company;</u></p> <p>(b) <u>use any information acquired by virtue of his position as a director or officer of the company;</u></p> <p>(c) <u>use his position as such director or officer;</u></p> <p>(d) <u>use any opportunity of the company which he became aware of, in the performance of his functions as the director or officer of the company; or</u></p> <p>(e) <u>engage in business which is in competition with the company.</u></p> <p><u>to gain directly or indirectly, a benefit for himself or any other person, or cause detriment to the company.</u></p>

Article No.	Existing Provisions	Proposed Provisions
119.	<p>Meetings of Directors</p> <p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Any one of the Directors may at any time and the Secretary shall on requisition of a Director summon a meeting of Directors. A meeting of the Directors may consist of a conference between Directors who are not all in one place, but each is able, to directly or by telephonic or other electronic communications, communicate with each other simultaneously. Such participation shall be deemed to be presence in person. The matters resolved during such meeting shall be subject to confirmation by the signatures of the participating Directors on the minutes taken of such meeting,</p>	<p>Meetings of Directors</p> <p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Any one of the Directors may at any time and the Secretary shall on requisition of a Director summon a meeting of Directors. <u>The Directors may participate in a meeting of the Directors by means of a conference telephone, video conference or similar electronic telecommunicating equipment by means of which all persons participating in the meeting can hear each other and participates throughout the duration of the communication between the Directors. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is. For the purpose of recording attendance, the Chairman or Secretary shall mark on the attendance sheet that the Director was present and participating by telephone, video-conferencing or other electronic means.</u></p>
120.	<p>Notice of meeting</p> <p>It shall not be necessary to give any Director or Alternate Director who does not have an address in Malaysia registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given to all Directors and their Alternates, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' Meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in these Articles and the Articles relating to service of notices on Members of the Company shall apply mutatis mutandis to the service of notice of Directors' meetings on Directors.</p>	<p>Notice of meeting</p> <p>It shall not be necessary to give any Director or Alternate Director who does not have an address in Malaysia registered with the Company, notice of a meeting of the Directors. Unless otherwise determined by the Directors from time to time, notice of all Directors' meetings shall be given <u>by telephone or in writing or facsimile or by electronic communication (including but not limited to electronic mail or in such manners the Board of Directors may from time to time approved) or post</u> to all Directors and their Alternates, who have a registered address in Malaysia. Except in the case of an emergency, reasonable notice of every Directors' Meeting shall be given in writing and the notice of each Directors' meeting shall be served in the manner referred to in these Articles. <u>Subject to the mutual consent of all the members of the Board for the time being, the notice of any Board Meeting may be waived.</u></p>

Article No.	Existing Provisions	Proposed Provisions
121.	<p>Quorum of meetings</p> <p>The quorum necessary for the transactions of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally. For the purpose of determining whether the quorum for the transaction of the business of the Directors exists;</p> <p>(a) in the case of a resolution agreed by Directors in telephonic communications, all such Directors shall be counted in the quorum;</p> <p>(b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting shall be counted in the quorum.</p>	<p>Quorum of meetings</p> <p>The quorum necessary for the transactions of the business of the Directors shall be two (2) and a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Directors generally.</p>
124.	<p>Restriction in voting in any interested transaction, direct or indirect, or own appointment</p> <p>(a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or arrangement with the Company shall declare the nature of his interest in accordance with provisions of the Act. Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest, direct or indirect, otherwise than by virtue of his interest in shares or debentures or other securities of or otherwise in or through the Company and if he shall do so his vote shall not be counted, nor shall his vote be counted for the purpose of any resolution regarding the same in the quorum present at the meeting.</p>	<p>Restriction in voting in any interested transaction, direct or indirect, or own appointment</p> <p>(a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or arrangement with the Company shall declare the nature of his interest in accordance with provisions of the Act. Save as herein provided, a Director shall not <u>participate in any discussion except to provide information and clarification upon the request of the Directors while the proposed contract or arrangement is being considered at the Board Meeting and shall not vote on the proposed contract or arrangement, but he shall be counted only to make the quorum at the Board Meeting.</u></p>

Article No.	Existing Provisions	Proposed Provisions
156A.	New Provision	<p><u>Issuance of annual report in CD-ROM</u></p> <p><u>The Company shall issue to the Members and give to the Exchange the annual report within a period of not exceeding six (6) months from the close of the financial year of the Company. The Company may issue its annual report in CD-ROM to its members provided it complies with the following:</u></p> <ul style="list-style-type: none"> (a) <u>the Company must provide a printed copy of its annual report to its members upon the members' request whether verbal or written;</u> (b) <u>the Company must designate a person to attend to the members' requests as stated in subparagraph (a) above;</u> (c) <u>the Company must ensure that a hard copy of the annual report is forwarded to the members requesting the same within four (4) market days from the date of receipt of the request;</u> (d) <u>the Company must designate person(s) to answer queries from members relating to the use of the CD-ROM;</u> (e) <u>the Company must issue hard copies of the notice of the annual general meeting, the proxy form together with the CD-ROM annual report and the following documents to its members:</u> <ul style="list-style-type: none"> (i) <u>a note containing the following statement or information:-</u> <ul style="list-style-type: none"> (aa) <u>the Company shall forward a hard copy of the annual report to the members within four (4) market days from the date of receipt of the verbal or written request; and</u> (bb) <u>the Company's web-site and e-mail address, name(s) of designated person(s) attending to members' requests and queries and contact number(s); and</u> (ii) <u>a request form to enable the members to request for the annual report in hard copy, with the particulars of the Company's facsimile number and mailing address.</u>