

The Companies Act, 1965
MALAYSIA

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

IJM CORPORATION BERHAD

1. The name of the Company is **IJM CORPORATION BERHAD.** Name of Company
2. The registered office of the Company will be situated in Malaysia. Registered Office
3. The objects for which the Company is established are:-
 - (1) To hold shares and invest in and to acquire, lease, promote or sell any business, company, corporation, firm, enterprise, undertaking or venture of any nature whatsoever, and generally to act as and undertake the business of any holding company, and to manage conduct or undertake the business and management or otherwise, direct the operations of any business, company, firm or other enterprise. To invest, acquire, lease, promote, business, etc
 - (2) To construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in Malaysia and elsewhere, public works and conveniences of all kinds, which expression in this memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply works, and hotels, warehouses, markets and public buildings and all other works or conveniences of public utility. To construct, execute, work, develop public works or conveniences of public utility
 - (3) To erect, maintain, construct, either alone or jointly with others, works of all descriptions, roads, road projects and rural developments, wharves, docks, piers, railways, waterways, bridges, factories, mills, ships and vessels of all kinds, gas, electric and water works, and to apply for and obtain such legislative powers as may be necessary for the construction, maintenance, and use of roadways and to collect tolls therefrom anywhere in Malaya or elsewhere, and to negotiate for and obtain, from the government, conventions, franchises, subsidies, grants, concessions, aids or other assistance in furtherance of all or any of the above and other objects and every kind of industry conducive to the prosperity of the country. To erect, maintain public utility etc
 - (4) To apply for, purchase, or otherwise acquire, any contracts, decrees and concessions, for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same. To enter into contracts, etc
 - (5) To undertake and execute and contract for works whether involving the supply or use of any machinery or otherwise and to carry out any auxiliary or other works comprised in such contracts. To execute contracts for works

- (6) To carry on the trade and business of land developers, builders, and contractors for, construction of houses, flats, factories, workshops, commercial office, industrial and other buildings, roads, bridges, canals, reservoirs, sewerage, drainage, sanitation and conveniences of all kinds. To carry on the business of land developers, builders, etc
- (7) To carry on the business of labour contractors or suppliers or labour brokers or any other contracting business which may seem to the Company capable of being conveniently carried on in connection therewith. To carry on the business of labour contractors, suppliers, brokers, etc
- (8) To acquire by purchase, exchange, hire, or otherwise, hold or lease either in its own name or in the name of its nominee, or trustees, real or personal property and any other lands, tenements and premises of any tenure, whether subject or not to any charge or encumbrances and to hold or to sell, let, alienate, mortgage, charge or deal with all or any of such lands, tenements or premises, rights of all kinds, grants, easements, and choses in action of all kinds and to carry on business or undertaking so acquired or held or leased. To acquire property or land
- (9) To purchase or otherwise acquire for investment in lands, houses, buildings, plantations, and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create, and deal in freehold and leasehold ground rents. Generally to acquire, deal in, traffic by way of lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal and whether for valuable consideration or not. To deal in lands, houses, property
- (10) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on buildings lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others. To turn to account land acquired
- (11) To furnish, fit and equip all houses and buildings for the time being belonging, leased or hired to the Company, and to make the same fit for use and occupation and to enter into agreements for letting and selling houses, buildings, furniture and fittings to any company, corporation, authority or individuals either for cash or on instalment basis and to collect rents and other moneys in connection with such property. To furnish, equip buildings
- (12) To carry on the business of a house and estate agent and a broker of land, messuages and tenements and any estate or interest therein respectively in all or any of either of their respective branches, and especially to negotiate and arrange loans on land, messuages and tenements and any estate therein respectively, to manage estates and properties, to receive and collect rents, and to transact all manner of agency and commission business for any person or persons, company or corporation for such commission or considerations and upon such terms and conditions as this Company shall think fit. To carry on the business of house and estate agent
- (13) To provide management services and to manage land, buildings, and other property situate as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers, and others, refreshments, attendance, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables, gardens, playgrounds, car parks and other advantages. To provide management services and manage land, etc

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| <p>(14) To carry on all or any of the following businesses, namely builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra cotta makers, jobmasters, carriers, licensed victuallers, and house agents.</p> | <p>To carry on the business of builders, contractors, etc</p> |
| <p>(15) To appropriate any part or parts of the property of the Company for the purpose of and to build and let shops, offices and other place of business.</p> | <p>To appropriate part of company's property</p> |
| <p>(16) To enter into any arrangements for joint working in business or for sharing profits or for amalgamation with any other company, union of interest, co-operation, joint venture, or person carrying on business with the Company, and also to promote, form, establish, register obtain the reorganisation of, purchase or otherwise acquire, conduct and carry on the business and goodwill of any corporation, company, society, partnership or undertaking whatever.</p> | <p>To enter into arrangements</p> |
| <p>(17) To lease, exchange, transfer, mortgage, pledge, sell, grant options on, surrender, grant licences in respect of, or otherwise deal with or dispose of absolutely, conditionally or for any limited interest, all or any part of the property, undertaking or business rights, concessions or privileges of the Company and to accept as payments therefor cash or shares, debentures, obligations or any interest in the capital, revenues or profits of any business, corporation, company, firm, society, undertakings, partnership or venture of any nature whatsoever, and to divide the same or any other property of the Company in specie among the members or otherwise.</p> | <p>To deal with rights, privileges, etc</p> |
| <p>(18) To carry on the business of the financiers and concessionaires and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations, and to invest or employ all or any of the funds of the Company in such manner and form as may from time to time be determined expedient.</p> | <p>To carry on business of financiers, etc</p> |
| <p>(19) To carry on business as financial concessionaires for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement, lease or otherwise of heavy industrial equipment and machineries, appliances, accessories and vehicles of any kind whatever and to carry on, undertake and execute all kinds of financial trading and other operations.</p> | <p>To promote sales for cash or on credit</p> |
| <p>(20) To aid, finance, subsidise or assist any Company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this Company is authorized to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any industrial equipment or vehicles or any of other vehicles or any of other articles, goods, arcs, merchandise, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as to directly or indirectly to benefit this Company.</p> | <p>To assist with capital, credit etc</p> |
| <p>(21) To enter into lease agreements and credit Sale Agreements with the lessees and purchasers of such equipment and goods aforesaid and to negotiate assign lease or pledge such agreements for cash or otherwise of the payments due or otherwise or the payments due or rights accruing thereunder.</p> | <p>To enter into lease agreements</p> |

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| <p>(22) To purchase, lease or otherwise acquire, hold, sell, develop, manage, work, exchange, turn to account, dispose of and deal in lands, concessions, rubber estates, coconut plantations and agricultural plantations, forest and trading rights and to plant, cultivate, grow, cure, prepare for market, manufacture, sell and deal in paddy, palm oil, rubber, coffee, tea, tobacco, coconuts, sugar, cocoa, spices, rice, tapioca, cereals, cotton, grain, fruit, copra, pepper, guano and bone or other artificial manure and agricultural and forest and other products of all sorts and generally to carry on business of fresh water and sea fish rearing, builders, owners and operators of markets and supermarkets.</p> | <p>To acquire and deal in agricultural land</p> |
| <p>(23) To carry on the business of importers of live animals, meat and similar foodstuff and to operate slaughter-houses, cold storage premises, warehouses, sheds necessary or expedient for the above purposes.</p> | <p>To carry on business of slaughter-houses etc</p> |
| <p>(24) To buy, sell, import, produce, manufacture or otherwise deal in ice cream, tin provision, food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages.</p> | <p>To deal in groceries</p> |
| <p>(25) To carry on the business of caterers, surveyors of refreshments, tobacconists, garage proprietors of business concerns and undertakings and any branch or subsidiary business commonly carried on in connection therewith.</p> | <p>To carry on business of caterers, etc</p> |
| <p>(26) To carry on business as saw-mill, rice-mill, oil-mill, ice factory and rubber factory owners, farmers, cultivators, fishermen, fishing boat and fishing implement dealers, cattle breeders, poulterers, dairy men, provision preservers, carriers by land, sea and air, shipowners, shipbuilders, brickmakers, potters, printers, furniture dealers, pawnbrokers, druggists and manufacturers of all kinds of articles and things which may be required for the purpose of any of the said business or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any business.</p> | <p>To carry on business of millers, etc</p> |
| <p>(27) To carry on the business of wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines, manufacturing chemists and druggists, makers and dealers in perfumes, surgical instruments, appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing, to make and deal in all requisites for hospitals, patients and invalids and to operate hospitals, clinics, dispensaries, nursing and maternity homes and X-ray clinics, veterinary surgeries and kennels.</p> | <p>To carry on business of chemists and druggists</p> |
| <p>(28) To carry on the business or businesses together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of announcement and entertainment of every kind of film producing, studios and recording studios.</p> | <p>To carry on business of cinema and theatre proprietors</p> |
| <p>(29) To carry on the business of hotels, restaurants, night clubs, bowling alleys, bars, motels, holiday camps, amusement parks, cinemas, theatres, milk bars, cafes and places of entertainment.</p> | <p>To carry on business of hotels, etc</p> |
| <p>(30) To carry on the business of beauty parlours, beauty saloons, hair dressing saloons and all other types of saloon related to beauty parlours.</p> | <p>To carry on business of beauty parlours</p> |
| <p>(31) To establish and carry on a tourist agency, travel bureau, and booking office, and to act as customs' clearing agents.</p> | <p>To carry on business of Tourist Agency</p> |
| <p>(32) To carry on all or any of the following business, that is to say ship-owners, general carriers by land, sea and air, forwarding agents, ware-housemen, bonded carmen and any other business which can be conveniently carried on</p> | <p>To carry on business of shipowners, general carriers, etc</p> |

- in connection with any of the above.
- (33) To carry on all or any of the business of silk weavers, cotton spinners, cloth manufacturers, haberdashers, wholesale and retail dealers of and in textile fabrics of all kinds. To carry on business as silk weavers, cotton spinners etc
- (34) To carry on the business of dealers in automobiles, motor cars, motor cycles, bicycles, tri-cycles and vehicles of all kinds and all machinery, implements, appliances, lubricants, cements, solutions, tyres and tubes, spare parts and accessories. To carry on business of automobiles dealers
- (35) To carry on business of importers of and dealers in plant, machinery, motors, engines, stores, accessories and all other goods, things and articles commonly used or required in the process of assembling, preparing, treating or manufacture of the Company's products and any other business which can be conveniently carried on in connection with the above. To carry on business of importers of and dealers in plants, machinery, motors, engines, etc
- (36) To carry on the business of electricians, mechanical engineers and manufacturers, workers, and dealers in electrical and electronic equipment and apparatus, radio, radio parts, radiograms, hi-fi, public address system, amplifiers, audio visual aids, tape recorders, computers, equipment for automation, television sets and to equip and operate stations for the broadcast of sound and television including the production and sale of radio and television programmes and broadcasting time and to manufacture, sell or hire apparatus or goods to which the application of electricity or any like power, or any power that can be used as a substitute therefor, is or may be useful, convenient or ornamental, or any other business of a like nature. To carry on business of electricians, etc
- (37) To carry on the business of quarry masters and stone merchants, and to buy, sell, get, work, shape, carve, polish, crush, and prepare for market, or use, stones of all kinds, and to act as manufacturers, dealers and workers in clay, gravel, sand, minerals of all kinds. To carry on the business of quarry masters, etc
- (38) To carry on the business of manufacturers of plywood and all other wood and timber products, logging operators, buying and selling logs of every description, timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, tanalise, preserve, prepare for market, manipulate, import and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and so far as may be deemed expedient to buy, clear, and work timber estates, and to carry on construction or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or enhance the value of the Company's property or rights for the time being. To carry on business of timber operations
- (39) To carry on all or any of the business of proprietors and publishers of newspapers, journals, magazines, books, catalogues and other literary works and undertakings printers, stationers, photographic printers, engravers, book sellers, die sinkers, and book manufacturers. To carry on business of publishers
- (40) To carry on the business of art printers, colour printers, copper-plate printers, etching printers, lithographic printers, offset printers, photo-gravure printers, rollform and automatic printers, trade printers and of printers generally. To carry on business as printers generally
- (41) To carry on the business of printers, engravers, publishers, book and print sellers, bookmakers, and art journalists, newspapers and magazine proprietors, newsagents, stationers, distributing agents, educational suppliers, manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, advertising agents, advertisement contractors, and designers of advertisements, paper makers and printing and other ink manufacturers. To carry on business of stationers, etc

- (42) To carry on the business of advertising contractors and agents, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business. To act as advertising agents
- (43) To carry on the business of iron masters, smelters, iron founders, mechanical engineers and manufacturers of galvanised steel sheets, agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler makers, mill-wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, motor and electrical engineers, water supply engineers, and to buy, sell, manufacture, repair, convert, alter, let or hire, and deal in and act as agents for machinery, implements, rolling stocks, and hardware of all kinds and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property or rights for the time being. To carry on business of iron masters, etc
- (44) To carry on the business of producers, refiners, storers, suppliers and distributors of petroleum and petroleum products and to purchase or otherwise acquire oil wells, refineries and any rights or privileges which it may seem convenient to obtain for the purpose of or in connection with the business of the company: to erect all necessary or convenient refineries, mills, machinery, laboratories, workshops, dwelling-houses for workmen and others, and other buildings, works and appliances, and to aid in or subscribe towards or subsidise any such objects. To carry on business of producers of petroleum products
- (45) To carry on the business of Importers and Exporters, Wholesalers and Retailers, Dealers and Vendors in building materials and supplies, hardware, mining equipment and supplies, machinery, plant and equipment, and as auxiliary thereto to purchase or hire vessels, lorries and other means of transport and to purchase, erect and construct buildings, factories, godowns and warehouses for storage of goods and produce for its own use or for sales or for renting out on monthly tenancy or on lease. To deal in building materials
- (46) To carry on the business of manufacturers of and dealers in either wholesale or retail in goods, materials, substances and articles made or manufactured or moulded of wood, metal, textiles, fibres whether natural or artificial, stone or of any plastic or other manufactured or natural substance, or material or of any combination thereof. To carry on the business of manufacturers of and dealers in goods, materials, etc
- (47) To establish, maintain, conduct and acquire or dispose of either as principal or agents, trading posts of all kinds and description throughout the world and in connection therewith to do all such acts and things and to acquire and/or dispose of such real and/or personal property as is usual or customary with a general trading post business. To establish trading posts
- (48) To transact every kind of agency business and generally to carry on business as agents, attorneys or representatives of any company, firm, or person wheresoever situate, carrying on or engaged in any business or trade whether manufacturing or otherwise which the Company may deem profitable. To carry on agency business
- (49) To carry on business as agents, sub-agents or representatives of all kinds of insurance business, whether life, marine, accident, employees' liability, workmen's compensation, disease, sickness, survivorship, failure of issue burglary and robbery, theft, fidelity or transit insurance, and to carry on all kinds of guarantee and indemnity business. To carry on business of agents etc. of insurance business

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| <p>(50) To carry on all or any of the professions or business of urban and rural planners, highway, traffic, airport and other transport planners, health planners, and general planners, designers, tracers, blueprinters, copyists and investigators by way of operations research.</p> | <p>To carry on professions of urban and rural planners</p> |
| <p>(51) To purchase, take on lease or otherwise acquire freehold and other properties, mines and mineral properties and also grants, concessions, leases, claims, licenses, options or authorities of and over mines, lands, buildings, mineral properties, mining water and other rights and metalliferous land in Malaya or in any part of the world and either/absolutely, optionally or conditionally and either solely or jointly with others.</p> | <p>To acquire freehold properties</p> |
| <p>(52) To prospect for, open, work, explore, develop and maintain tin, gold, silver, copper, lead, coal, iron and other mines, mineral and other rights, properties and works and to carry on and conduct the business of raising, crushing, washing, smelting, reducing and amalgamating ore, metals and minerals and to render the same merchantable and fit for use and to buy, sell, manufacture and deal in minerals, plant, timber, machinery, implements, provisions and things.</p> | <p>To prospect for metal and minerals</p> |
| <p>(53) To apply for, accept and receive, surrender or renounce any title to land, grants for land, certificates of title, leases for land, mukim extracts, licences, concessions permits and such other instruments, documents, rights, privileges, licences or permission and such renewals and copies thereof as may seem expedient.</p> | <p>To apply for, accept any title to land, etc</p> |
| <p>(54) To transfer to or otherwise cause to be vested in any company or person all or any of the lands and properties of the Company, to be held in trust for the Company, or on such trust for working, developing or disposing of the same as may be considered expedient.</p> | <p>To transfer properties</p> |
| <p>(55) To act as consultants, agents or managers of business concerns and undertakings and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances, of any business concerns and undertakings and generally of any assets, property to rights of any kind.</p> | <p>To act as management consultants</p> |
| <p>(56) To enter into any agreement with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority and rights, privileges, licences, and concessions which the Company may think fit desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, licences and concessions.</p> | <p>To enter into agreement</p> |
| <p>(57) To acquire, enter into agreement, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal, concession or otherwise with any person or company carrying on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire shares and securities of any such companies and to sell, hold, reissue with or without guarantee such shares or securities.</p> | <p>To enter into partnership</p> |
| <p>(58) To purchase the property and goodwill of, or any interest in, any business, and to make and carry into effect, all arrangements with respect to the union of interest or amalgamation, either in whole or in part, with any other company, firm or person having objects in some respects similar to or included in the objects of this Company, and to carry on business, the carrying on of which the Company may think directly, or indirectly</p> | <p>To purchase property and goodwill</p> |

- conducive to the development of any property or any business in which it is interested.
- (59) To acquire by purchase or otherwise, and to obtain protection for, or to patent in any part of the world any invention or discovery made by any official or servant of the Company or others, and any improvement in machinery or apparatus; to exercise and use such protection or patent, and to disclaim, alter or modify the same. To acquire patent
- (60) To grant licences to exercise and use any patent or trade mark belonging to the Company and that for such royalty or consideration as may seem be agreed on with the licencees. To grant licences for use of patent, trade mark
- (61) To purchase the Company's own shares and to acquire and hold for investment shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or private undertaking or any syndicate of persons constituted or carrying on business in Malaysia or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissions, public body or authority supreme, municipal, local or otherwise and to acquire any such shares, stocks, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, transfer, exchange or otherwise and to exercise and generally to enforce and exercise all rights and powers conferred by or incidental to the ownership thereof and in particular to sell, transfer, exchange or otherwise dispose of the same. To purchase own shares, invest in shares, stock, etc
- (62) To undertaken and execute any trusts and to establish branches in any part of Malaya or Singapore or elsewhere to carry on all or any business the Company is authorized to carry on and to manage such branches through trustees, agents or managers authorized by the Company. To establish branches
- (63) To lend money with or without security and generally to such persons and upon such terms and conditions as may seem expedient, and in particular to persons having dealings with the Company or undertakings to build on or improve any property in which the Company is interested and to tenants, contractors, and others. To lend money
- (64) To advance, pay, deposit or lend money, securities and property to, or with such persons and on such terms and conditions as may seem expedient, to discount, buy and sell bills, notes, warrants, coupons and other negotiable or transferable securities or documents. To advance, pay or deposit money etc
- (65) To pay or deposit money, securities and other property of the Company into or with such persons banks, governments, municipalities, authorities, companies or corporations and on such terms and conditions as may seem expedient. To pay or deposit money, securities, etc
- (66) To receive money on deposit at interest, or otherwise and to make, draw, accept, indorse, discount, execute and issue, deposit receipts, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable securities or instruments. To receive money on deposit at interest etc. and to draw exchange, etc. negotiable instruments
- (67) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company. To give discharges for money payable to Company
- (68) To borrow and raise money for the Company's business in such manner as the Company thinks fit and in particular by mortgage or charge of the undertaking and all or any of the assets, movable and immovable property and uncalled capital for the time being of the Company and the issue at par or premium or discount of debentures. To borrow and raise money

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| <p>(69) To issue debentures, debenture stock, bonds, obligations, and securities of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company on upon any specified property and rights, present and future, of the Company or otherwise howsoever.</p> | <p>To issue debentures, etc</p> |
| <p>(70) To invest at interest on the security of immovable property or any interest therein or on the security of any movable property or assets of any kind and generally to lend money with or without security upon such terms as may be arranged.</p> | <p>To invest on the security of assets</p> |
| <p>(71) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest money on the security of land, buildings, estates, plantations, mines, securities and other property, real and personal, movable and immovable, and generally to subscribe for lend money on, or otherwise acquire mortgages, charges, bonds, obligations, loans, securities, and all other instruments upon such terms and conditions as may seem expedient.</p> | <p>To invest and deal with moneys not immediately required</p> |
| <p>(72) To guarantee the payment of money payable under contracts or obligations of any company or of any person whomsoever whether corporate or incorporate with or without securities or upon such terms as the Company may approve.</p> | <p>To guarantee the payment of money</p> |
| <p>(73) To promote any company or companies for the purpose of acquiring all or any property, rights and liabilities, of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.</p> | <p>To promote companies</p> |
| <p>(74) To amalgamate with any other company whose objects are or include objects similar to those of the Company whether by sale or purchase (for shares or otherwise) of the undertaking subject to the liabilities of this or any other company aforesaid with or without winding up or by sale or purchase (for shares or otherwise) of all the shares of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.</p> | <p>To amalgamate with other companies</p> |
| <p>(75) To procure the Company to be registered, incorporated or otherwise duly constituted in Malaysia and elsewhere, and to obtain any provisional order or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.</p> | <p>To procure the Company to be registered</p> |
| <p>(76) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company and to remunerate or pay a commission to any person for services rendered or to be rendered in placing or assisting to place any shares, debentures or debenture stock or other securities of the Company, or in, or about the formation of the company or the conduct of its business.</p> | <p>To pay formation expenses</p> |
| <p>(77) To do all or any of the matters hereby authorized either alone or in conjunction with or as agents for any other companies or persons or by or through any agents.</p> | <p>To do matters alone or as agents</p> |
| <p>(78) From time to time to subscribe or contribute to any charitable, benevolent or</p> | <p>To contribute to charity</p> |

other objects of a public character.

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| <p>(79) To establish and support, or aid in the establishment and support of school, places of worship, associations, institutions, funds, trusts and arrangements calculated to benefit employees or ex-employees of the Company or its predecessors in business, or the dependants or connections of such persons, and to grant pensions, gratuities and allowances, and to make payments towards insurance, pension and superannuation funds, and to subscribe or make donations or gratuities to, or guarantee money for charitable, scientific, public, patriotic or benevolent objects, or any objects calculated to promote the interests of the Company.</p> | <p>To establish, support of, schools etc</p> |
| <p>(80) To grant pensions, allowances, gratuities, provident funds and bonuses to employees of the Company or the dependants of such person or any other persons.</p> | <p>To grant pensions, etc. to employees</p> |
| <p>(81) To sell or dispose of the whole or any part of the undertaking and property or any or all of the assets, whether tangible or intangible, of the Company for cash or such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company.</p> | <p>To sell the undertaking of the company</p> |
| <p>(82) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except in compliance with the requirements of the Act.</p> | <p>To distribute in specie</p> |
| <p>(83) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights.</p> | <p>To carry on any other business</p> |
| <p>(84) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.</p> | <p>To do all or any of the above things</p> |
| <p>(85) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.</p> | <p>General powers</p> |
| <p>(86) To make donations for patriotic or for charitable purposes and to transact any lawful business in aid of Malaysia in the transaction of any war or hostilities in which Malaysia is engaged.</p> | <p>To make donations & to transact any lawful business in aid of Malaysia</p> |

PROVIDED ALWAYS that nothing in this Memorandum contained shall empower the Company to carry on the business of Banking or of Life Assurance or to reinsure any risks under any class of assurance business to which any Ordinance relating thereto applies.

And it is hereby declared that word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Malaysia or elsewhere and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no way limited or restricted by reference to, or inference to, or inference from the terms of any other paragraph, or the name of the Company.

4. The liability of the members is limited.

Liability

5. The capital of the Company is RM3,000,000,000 divided into 3,000,000,000 ordinary shares of RM1.00 each.

Authorized Capital

6. The Company shall have power from time to time to increase or reduce its capital, and to issue shares in the original or increased capital as ordinary, preferred, or deferred shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations. Provided always that if and whenever the capital of the Company is divided into shares of various classes, the right or privileges of any such class shall not be modified or varied in any way except in manner following namely any such modification or variation may be affected when sanctioned by a special resolution of the holders of the shares of such class, passed at a separate meeting of such holders at which there shall be present in person or represented by proxy the holders of not less than three-fourths (3/4) of the nominal amount of the issued shares of such class.

Company to have power to increase or reduce capital

The foregoing Memorandum of Association was adopted by Special Resolution of the Company on the 27th day of June, 2001 in substitution for and to supersede the Memorandum of Association then subsisting.



Tan Boon Seng @ Krishnan
Group Managing Director