



BERJAYA GROUP BERHAD

(Company No. 7308-X)
(Incorporated in Malaysia)

APPENDICES I AND II

in relation to the

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AS SET OUT IN NOTES C (ii) AND (iii) OF THE
NOTICE OF ANNUAL GENERAL MEETING DATED 30 OCTOBER 2001**

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF BERJAYA GROUP BERHAD

The Memorandum of Association of the Company is proposed to be amended in the following manner:-

1. **Clause 3(23)**

Clause 3(23) of the Memorandum of Association is amended by deleting the words "*of the Company or the Company's holding company*" as appearing in the last line of the said Clause and substituting it with the words "*or an associated company*" AND that the amended Clause 3(23) shall read as follows:-

3(23) "To guarantee, grant indemnities in respect of, support or secure, either with or without the Company receiving any consideration or advantage (direct or indirect) and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company, or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interests and dividends on any securities or obligations of any person or persons or of any company, whether or not having objects or engaged or intending to engage in business similar to those of the Company, including (without limitation) any company which is for the time being associated or allied with the Company in business or which is the holding company or a subsidiary (as defined in Section 5 of the Companies Act, 1965) *or an associated company.*"

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association of the Company are proposed to be amended in the following manner:-

1. **Article 2 - Interpretation**

(a) Article 2 of the Articles of Association is amended by inserting the following additional definitions:-

"Approved Market Place A stock exchange which is specified to be an approved market place in Securities Industry (Central Depositories) (Exemption) (No 2) Order 1998."

"Authorised Nominee A person who is authorised to act as a nominee as specified under the Rules."

"Listing Requirements The Listing Requirements of Kuala Lumpur Stock Exchange including any amendments to the Listing Requirements that may be made from time to time."

(b) The definition "**Members**" is amended by inserting the additional word and oblique stroke "**Member/**" before the said definition and that the amended definition shall read as follows:-

"Member/Members Any person/persons for the time being holding shares in the company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn Bhd), including depositors whose names appear on the Record of Depositors."

(c) The interpretation provision appearing at the end of the existing Article 2 is amended by inserting the phrase "**and/or the Central Depositories Act**" after the words "**the Act**" as appearing in Line 1 of the said provision AND that the amended said provision shall read as follows:-

"Subject as aforesaid, any words or expressions defined in the Act **and/or the Central Depositories Act** shall, except where the subject or context forbids, bear the same meanings in these Articles.

(d) And the following additional interpretation provision be incorporated immediately thereafter:-

Any references to statutes or provisions of statutes are references to those statutes, or those provisions, as from time to time amended, replaced or re-enacted. Additionally, any references to statutes shall be deemed to include any statutory instrument, order or regulation made thereunder as from time to time amended or replaced.

2. **Article 5(c) - Rights of other classes of shares**

A new **Article 5(c)** be inserted immediately after the existing Article 5(b) AND that the new Article 5(c) shall read as follows:-

5. (c) **"The rights attaching to shares of a class other than ordinary shares shall be expressed at the time of issue."**

3. **Article 7 - Rights of preference shareholders**

Article 7 of the Articles of Association is amended by deleting in its entirety and substituting with the following new Article 7:-

7. **"Preference shareholders shall have the same rights as ordinary shareholders as regards to receiving notices, reports and audited accounts and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital or winding up of the Company or sanctioning a sale of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend or any part of the dividend on the preference shares is in arrears for more than six (6) months. Preference shareholders shall also have the right to vote during the winding-up of the Company and shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up."**

4. **Article 7A - Purchase by the Company of its own shares**

A new **Article 7A** be inserted immediately after the existing Article 7 AND that the new Article 7A shall read as follows:-

- 7A. **"Subject to the provisions of the Act, the Company may, from time to time, by ordinary resolution of a general meeting, purchase its own shares or securities and thereafter to deal with the shares or securities purchased in accordance with the provisions of the Act and any rules, regulations and guidelines thereunder issued by the Stock Exchange and any other relevant authority in respect thereof."**

5. **Article 12 - Allotment of securities, despatch of notices and application for quotation**

Article 12 of the Articles of Association is amended by deleting in its entirety and substituting with the following new Article 12:-

12. **"Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall:-**
- (1) **within fifteen (15) Market Days of the final applications closing date in respect of a rights issue or such other period as may be prescribed by the Stock Exchange, allot and issue securities, despatch notices of allotment to the allottees and apply for quotation of such securities; and**
 - (2) **within ten (10) Market Days of the books closing date in respect of a bonus issue or of the date of receipt of a notice of an exercise of an option for shares or securities in the Company or of the date of receipt of a subscription form for warrants or other convertible securities in the Company together with the requisite payment or such other period as may be prescribed by the Stock Exchange, allot and issue securities, despatch notices of allotment to the allottees and apply for quotation of such securities."**

6. **Article 26A - Transfer of securities**

A new **Article 26A** be inserted immediately after the existing Article 26 AND that the new Article 26A shall read as follows:-

26A. "The transfer of any listed security or class of listed security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities."

7. **Article 32 - Register of Transfers may be closed**

Article 32 of the Articles of Association is amended by deleting the word and figure "*eighteen (18)*" as appearing in Line 5 of the said Article and substituting it with "*twelve (12)*" AND that the amended Article 32 shall read as follows:-

32. "The Register of Transfers may be closed for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year. Any notice of intention to fix a books closing date and the reason therefor 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 Stock Exchange, and the address of share registry at which documents will be accepted for registration. The said notice shall also state the purpose or purposes for which the register is being closed. At least three (3) market days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) market days prior notice shall be given to the Central Depository."

8. **Article 34B - Death or bankruptcy of member and election of person entitled to be registered himself**

Article 34B of the Articles of Association is amended by deleting in its entirety and substituting with the following new Article 34B:-

34B. "Any person becoming entitled to a share or securities in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and/or the Central Depository and subject as hereinafter provided, elect either to be registered himself as holder of the share or securities or to have some person nominated by him registered as the transferee thereof, but the Directors and/or the Central Depository shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share or securities by that Member before his death or bankruptcy PROVIDED ALWAYS that subject to the Rules, a transfer of the share or securities may be carried out by the person becoming so entitled. If the person so becoming entitled elects to be registered himself, he shall notify the Central Depository in writing in accordance with the Rules. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share or securities in accordance with the Rules. All limitations, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfer of shares or securities shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not been occurred and the notice of transfer were a transfer signed by that Member."

9. **Article 35A - Transmission of securities from Foreign Register**

A new **Article 35A** be inserted immediately after the existing Article 35 AND that the new Article 35(A) shall read as follows:-

35A. (1) "Where :-

- (a) the securities of the Company are listed on an Approved Market Place; and**
- (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,**

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.

- (2) For the avoidance of doubt and notwithstanding the fulfilment of the requirements of subparagraphs (1) (a) and (b) above, the Company shall not allow any transmission of securities from the Malaysian Register into the Foreign Register."**

10. **Article 42 - Procedure for shares forfeited**

Article 42 of the Articles of Association is amended by inserting the sentence "*If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.*" immediately at the end of the last sentence of the said Article AND that the amended Article 42 shall read as follows:-

- 42. "Every share which shall be forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid. *If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.*"

11. **Article 44 - Consequences of forfeiture**

Article 44 of the Articles of Association is amended by inserting the phrase "*the Central Depositories Act and the Rules*" after the words "*the Act*" as appearing in the last line of the said Article AND that the amended Article 44 shall read as follows:-

- 44. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act, *the Central Depositories Act and the Rules* given or imposed in the case of past members."

12. **Article 49(A) - Issue of new shares to members**

Article 49(A) of the Articles of Association is amended by deleting in its entirety and substituting with the following new Article 49(A) :-

49. (A) "Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such Members as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article. Notwithstanding the foregoing and subject to the Act, the Company may apply to the Stock Exchange for waiver of convening an extraordinary general meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issue) where the aggregate issues of which in any one (1) financial year do not exceed ten per centum (10%) of the issued capital."

13. **Articles 49(B) and 49(C) - New issues of securities to be credited to Securities Account**

New Articles 49(B) and 49(C) be inserted immediately after the existing Article 49(A) AND that the new Articles 49(B) and 49(C) shall read as follows:-

49. (B) "All new issues of securities for which listing is sought shall be made by way of crediting the Securities Accounts of the allottees with such securities with the Central Depository, save and except where the Company is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this provision. For this purpose, the Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the Securities Accounts of such allottees."

49. (C) "The Company must not cause or authorise its registrar to cause the Securities Accounts of the allottees to be credited with additional securities until it has filed with the Stock Exchange a listing application for such new issue of securities and has been notified by the Stock Exchange that such new securities have been approved in principle for listing."

14. **Article 49(D) - New shares to be original capital unless otherwise provided**

The existing Article 49(B) of the Articles of Association is to be renumbered as Article 49(D) which shall read as follows:-

49. (D) "Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital."

15. **Article 50 - Modification of rights**

Article 50 of the Articles of Association is amended by deleting in its entirety and substituting with the following new Article 50 :-

50. "If at any time the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of such preference capital other than redeemable preference capital or all or any of the rights and privileges attached to each class may subject to the provision of the Act be varied modified commuted dealt with affected or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise. To every such separate general meeting the provisions of these Article relating to general meetings of the Company and to proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy three-fourths of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum). Provided however that in the event of the necessary majority not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least three-fourths of the issued shares of the class and such consent if obtained within two months from the date of the separate general meeting shall have the force and validity of a special resolution duly carried by a vote in person or by proxy."

16. **Article 54(1) - Notice of meetings**

Article 54(1) of the Articles of Association is amended by deleting the first sentence of the said Article "*A meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least.*" and replacing therewith "*An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least.*" AND that the amended Article 54(1) shall read as follows:-

54. (1) "*An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least.* Any other meeting of the Company shall be called by fourteen days' notice in writing at the least. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if so agreed by all the members entitled to attend and vote at such meeting."

17. **Article 54(2) - Notice to specify time and business**

Article 54(2) of the Articles of Association is amended by deleting the last sentence of the said Article "*In addition 14 days' notice shall be given by advertisement in the daily press and in writing to each stock exchange upon which the Company is listed.*" and replacing therewith "*In addition at least twenty-one (21) days' notice in the case where any special resolution is proposed or where it is the annual general meeting, or fourteen (14) days' notice in the case of every other general meeting, shall be given by advertisement in any daily press and in writing to the Stock Exchange.*" AND that the amended Article 54(2) shall read as follows:-