

CERTIFIED TRUE COPY

THE COMPANIES ACT, 1965  
MALAYSIA

WONG WAI MENG (LS 003669)  
Company Secretary

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

**3G AUTO SPARES SDN. BHD.**

**(Co. No. 984820-H)**

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**INCORPORATED ON THE 30<sup>TH</sup> DAY OF MARCH, 2012**

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SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

CERTIFIED TRUE COPY

BORANG 9  
AKTA SYARIKAT 1965

WONG WAI MENG (LS 005660)  
Company Secretary [Seksyen 16(4)]

No. Syarikat - MyCoID

984820	H
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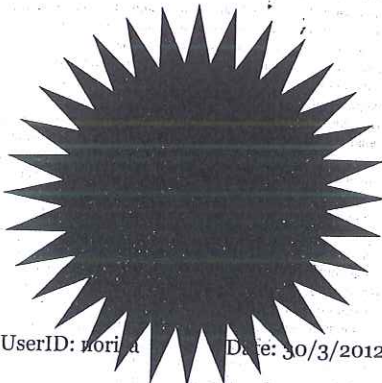
### PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

Dengan ini diperakui bahawa

**3G AUTO SPARES SDN. BHD.**

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 30 haribulan Mac 2012, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut syer dan bahawa syarikat ini adalah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur pada 30 haribulan Mac 2012.



*Wong Wai Meng*  
NAZILA BINTI ALIAS

PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA

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CERTIFIED TRUE COPY

WONG WAI MENG (IS 003669)  
Company Secretary

THE COMPANIES ACT, 1965

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF


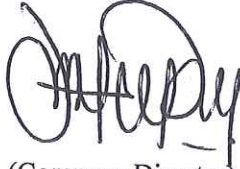


3G AUTO SPARES SDN. BHD.

1. The name of the Company is 3G AUTO SPARES SDN. BHD.
2. The Registered Office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are :-
  - 1) To carry on the business of importers, exporters, wholesalers, suppliers of, and dealers in all kinds of car accessories, motor oils, engine lubricants, automotive parts, machinery parts, factory equipment, types, electrical and mechanical goods and articles and all other products associated with motor vehicle, machineries and factories.
  - 2) To buy, sell, let on hire, repair, alter, and deal in motor cars, vehicles, tractors, machineries and conveyance whether propelled or assisted by means of petrol, spirit, steam, gas, electrical, animal, or other power, and related mechanical packings, seals, spare parts and accessories.
  - 3) To import, export, barter, contract, buy, sell and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing in goods, wares and merchandise of every class and description, raw, manufactured or produced in any place throughout the world.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of person whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no wise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

4. The "Powers of a Company" as contained in the Third Schedule of the Companies Act, 1965 ("the Act") shall apply to the Company.
5. The liability of the members is limited.
6. The capital of the Company is RM100,000-00 Malaysian Currency divided into 100,000 shares of RM1-00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
7. Subject always to the respective rights, terms and conditions mentioned in Clause 6 hereof of the Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to issue all or any part of the original or any additional capital as fully paid or partly paid shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the regulations for the time being of the Company.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
<p>LIM CHOONG KEAT                      NRIC NO. 700414-10-5409                      No. 3 Jalan Tapah,                      Off Jalan Ipoh,                      51100 Kuala Lumpur.</p>  (Company Director)	<p>1                      ONE (1)</p>
<p>LIM HWEE PENG (F)                      NRIC NO. 800502-14-5070                      No. 3 Jalan Tapah,                      Off Jalan Ipoh,                      51100 Kuala Lumpur.</p>  (Company Director)	<p>1                      ONE (1)</p>
<p>WEE CHEE LEONG                      NRIC No. 730328-08-6667                      No. 5, Jalan SM 9, Taman Sunway Bt. Caves,                      Bt. Caves, 68100 Selangor Darul Ehsan.</p>  (Company Director)	<p>1                      ONE (1)</p>
<p>CHEW KOK HONG                      NRIC No. 850518-07-5439                      Block J 508, SD Apartment II,                      Persiaran Meranti, Bdr Sri Damansara,                      52200 Kuala Lumpur.</p>  (Company Director)	<p>1                      ONE (1)</p>
<p>Total number of shares taken ....</p>	<p>FOUR (4)</p>

Dated this : 27th March 2012

Witness to the above signatures :-

WONG WAI MENG (F)  
 NRIC No. 690727-06-5106  
 12 Jalan Kiara SD11/3A,  
 Bandar Sri Damansara,  
 52200 Kuala Lumpur.

Lodged by : TMC MANAGEMENT CONSULTANCY SDN. BHD. (248067-P)  
 Address : Suite B-11-7-B, Megan Avenue II,  
 12 Jalan Yap Kwan Seng, 50450 Kuala Lumpur.  
 Telephone : 03-2161 8660

(4)

THE COMPANIES ACT, 1965

WONG WAI MENG (LS 0006669)  
Company Secretary

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

3G AUTO SPARES SDN. BHD.

TABLE A

1. The regulations in Table A in the Fourth Schedule to the Companies Act, 1965 shall apply to the Company except as stated otherwise in these Articles.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly :
  - (a) the right to transfer shares is restricted in manner hereinafter prescribed.
  - (b) the number of members of the Company (counting joint holders of shares as one person and not counting any person in the employment of the Company or of its subsidiary or any person who while previously in the employment of the Company or its subsidiary was and thereafter has continued to be a member of the Company) shall be limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
  - (c) any invitation to the public to subscribe for any share in or debentures of the Company is prohibited.
  - (d) any invitation to the public to deposit money with the Company for fixed periods or payable at call, whether bearing interest, is prohibited.

TRANSFER OF SHARES

3. Article 22 which was excluded from Table A shall be replaced by the following provision:

The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of shares, whether or not it is fully paid shares or shares on which the Company has a lien.

DIRECTORS

4. Article 71 which was excluded from Table A shall be replaced by the following provision:

There shall be no shareholding qualification for directors.
5. Article 90 which was excluded from Table A shall be replaced by the following provision:

A resolution in writing signed by a majority of the directors for the time being or their alternate not being less than two directors shall be as valid and effectual as if it has been passed by a meeting of directors duly called and constituted.
6. The number of directors shall not less than two. The first directors shall be LIM CHOONG KEAT, LIM HWEE PENG (F), WEE CHEE LEONG and CHEW KOK HONG.

SECRETARY

7. The first secretary shall be WONG WAI MENG (F) (LS 0006669).

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Articles of Association.

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Names, Addresses and Descriptions of Subscribers

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LIM CHOONG KEAT  
NRIC NO. 700414-10-5409  
No. 3 Jalan Tapah,  
Off Jalan Ipoh,  
51100 Kuala Lumpur.



(Company Director)

LIM HWEE PENG (F)  
NRIC NO. 800502-14-5070  
No. 3 Jalan Tapah,  
Off Jalan Ipoh,  
51100 Kuala Lumpur.



(Company Director)

WEE CHEE LEONG  
NRIC No. 730328-08-6667  
No. 5, Jalan SM 9, Taman Sunway Bt. Caves,  
Bt. Caves, 68100 Selangor Darul Ehsan.



(Company Director)

CHEW KOK HONG  
NRIC No. 850518-07-5439  
Block J 508, SD Apartment II,  
Persiaran Meranti, Bdr Sri Damansara,  
52200 Kuala Lumpur.




(Company Director)

---

Dated this 27th March 2012

Witness to the above signatures :-



WONG WAI MENG (F)  
NRIC No. 690727-06-5106  
12 Jalan Kiara SD11/3A,  
Bandar Sri Damansara,  
52200 Kuala Lumpur.

Lodged by : TMC MANAGEMENT CONSULTANCY SDN. BHD. (248067-P)  
Address : Suite B-11-7-B, Megan Avenue II,  
12 Jalan Yap Kwan Seng, 50450 Kuala Lumpur.  
Telephone : 03-2161 8660