

THE COMPANIES ACT, 1965



PRIVATE COMPANY LIMITED BY SHARES

MALAYSIA

Memorandum

And

Articles of Association

OF

ANGELIVA CORPORATION SDN BHD

Incorporated on the 4th day of September 1974



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat

20213	D
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

ANGELIVA GELATO SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
04 haribulan September 1974, sebagai sebuah syarikat
Persendirian, pada 18 haribulan September 2003
telah menukar namanya kepada

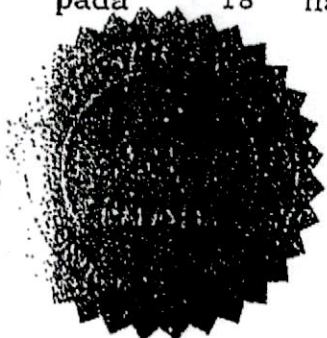
ANGELIVA CORPORATION SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat Persendirian

dan adalah sebuah syarikat berhad menurut Syer

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur

pada 18 haribulan September 2003



MARDIYANA BINTI IBRAHIM
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13.
AKTA SYARIKAT 1965
[Seksyen 23 (2)]



No. Syarikat

20213	D
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

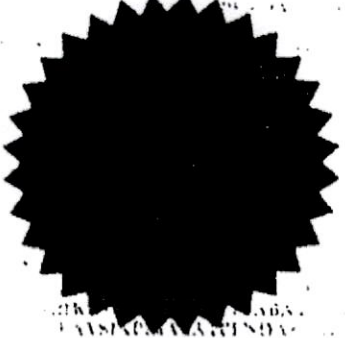
OXI VENTURES SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
04 haribulan september, 1974, sebagai sebuah syarikat
Persendirian, pada 15 haribulan september, 1999,
telah menukar namanya kepada

ANGELIVA GELATO SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat Persendirian
dan adalah sebuah syarikat berhad menurut Syer

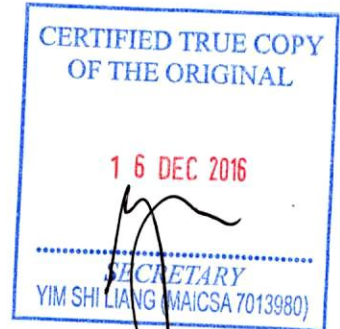
Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 15 haribulan september, 1999.



ANUAR BIN SHAMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA



BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat 2700/74

20213	D
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PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT

Ini adalah untuk memperakui bahawa
TRIVISIONS HOLDINGS SDN. BHD.

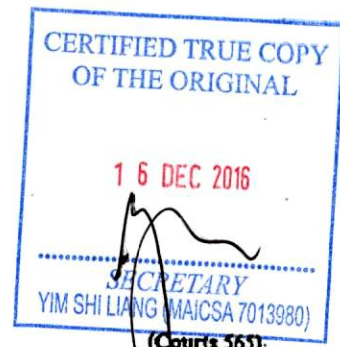
yang telah diperbadankan di bawah Akta Syarikat 1965, pada
04 haribulan September, 1974, sebagai sebuah syarikat
persendirian, pada 19 haribulan Mei, 1992,
telah menukar namanya kepada

OXI VENTURES SDN. BHD.

dan bahawa syarikat ini adalah sebuah syarikat persendirian,
dan adalah sebuah syarikat berhad menurut syer.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 19 haribulan Mei, 1992.


(ZANARIAH BTE MOHAIDIN.)
Penolong Pendaftar Syarikat
Malaysia



FORM 13
COMPANIES ACT, 1965

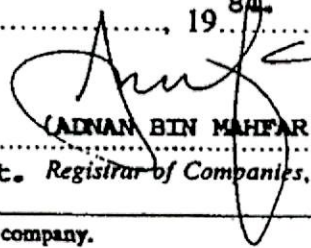
[Section 21 (6)]

No. of company
2700/74
(Tempatan 20213)

**CERTIFICATE OF INCORPORATION ON CHANGE OF NAME
OF COMPANY**

This is to certify that UTAMINA SDN. BHD., which
was, on the 4th day of September, 19 74,
incorporated under the Companies Act, 1965, did on the 19th day
of March, 19 84, change its name to
TRIVISIONS HOLDINGS SDN. BHD.
and that the company
is* a company limited by shares.

Given under my hand and seal, at Kuala Lumpur,
this 19th day of March, 19 84.


(ADNAN BIN MAHFAR)
Asst. Registrar of Companies, Malaysia

* Insert type of company.

CERTIFIED TRUE COPY
OF THE ORIGINAL

16 DEC 2016

SECRETARY (Courts 665)
YIM SHI LIANG (MA/CSA 7013980)

FORM 13

COMPANIES ACT, 1965

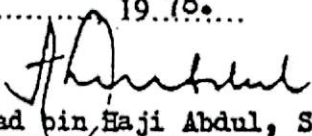
[Section 21 (6)]

No. of company
2700/74
(Tempatan.20213).....

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME
OF COMPANY

This is to certify that UTAMINA TRADING SDN. BHD., which
was, on the 4th day of September, 19 74,
incorporated under the Companies Act, 1965, did on the 10th day
of August, 19 78, change its name to
UTAMINA SDN. BERHAD, and that the company
is a company limited by shares.

Given under my hand and seal, at Kuala Lumpur,
this 22nd day of September, 19 78.


(Ahmad bin Haji Abdul, S.M.P.),
Registrar of Companies, Malaysia

* Insert type of company.

CERTIFIED TRUE COPY
OF THE ORIGINAL

16 DEC 2016

SECRETARY
YIM SHI LIANG (MAICSA 7013980)
(Maklumat 564)

BORANG 9

AKTA SYARIKAT, 1965
[Seksyen 16 (4)]

No. Syarikat

2700/74

PERAKUAN PERBADANAN SYARIKAT SENDIRIAN

Ini adalah memperakui bahawa UTAMINA TRADING SDN. BED.
adalah diperbadankan di bawah Akta Syarikat, 1965, pada dan mulai
dari 4 haribulan September 1974, dan bahawa
syarikat ini ialah sebuah syarikat berhad menurut syer dan bahawa
syarikat ini ialah sebuah syarikat sendirian.

Dibuat di bawah tandatangan dan meteri saya, di Kuala Lumpur
pada 4 haribulan September 1974.

(Haji Abdullah Ghazali)

Penaja Syarikat
Malaysia

- * Masukkan samada syarikat itu -
 - (a) sebuah syarikat berhad menurut syer.
 - (b) sebuah syarikat berhad menurut syer dan perjanjian.

[Borang ini diterjemahkan oleh Peguam Negara, Malaysia, menurut Perbentahan Undangan No. 12 tahun 1964; PN 3630/5-xiii. R. of C. 31/67/39]

FORM 11

Companies Act, 1965
Section 28 (9)

Company No.

20213	D
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NOTICE OF RESOLUTION

ANGELIVA CORPORATION SDN BHD

To the Registrar of Companies,

At an Extraordinary General Meeting of the members of **ANGELIVA CORPORATION SDN BHD** duly convened and held at 37-1 Jalan Radin Anum Bandar Baru Seri Petaling 57000 Kuala Lumpur on the 28th day of February 2014 the Special Resolution set out below was duly passed.

THAT the Memorandum of Association of the Company be altered by the deletion of sub-clause (1) of **CLAUSE 3** [the object clause] and replaced by the following: -

New sub-clause (1)

To carry on business as general merchants, traders, supplies, importers, exporters, stores, storekeepers, removers, packers, brokers, distributors, manufacturers, carriers or in any other capacity in Malaysia and to act as seller, dealers or selling commission agents in all kinds of bricks, sand, stone and any other activities which compliment the object of the company that may be conveniently carried out and profitably dealt with.

Dated: 28.02.2014

Chan Kong Yew
Director

LODGED BY:
JR MANAGEMENT SERVICES SDN BHD
37-1 JALAN RADIN ANUM
BANDAR BARU SERI PETALING
57000 KUALA LUMPUR
TEL: 03-90588928

FORM 11
Companies Act, 1965

Section 21 (2)



Company No.

20213	D
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NOTICE OF RESOLUTION

ANGELIVA CORPORATION SDN. BHD.

At an Extraordinary General meeting of the members of **ANGELIVA CORPORATION SDN. BHD.** deemed to have been convened and held at 37-1, Jalan Radin Anum, Bandar Baru Seri Petaling, 57000 Kuala Lumpur on the 7th March, 2006 at 10.00 a.m., the ordinary resolution set out below was duly passed.

RESOLUTION I

INCREASED IN PAID-UP SHARES CAPITAL

THAT the paid-up shares capital of the Company be increased from RM500,000.00 to RM750,000.00 by issuing an additional 250,000 Ordinary Shares of RM1.00 each.

RESOLUTION II

AUTHORITY TO ALLOT SHARES – Section 132D

Pursuant to Section 132D of the Companies Act, 1965 it was RESOLVED THAT authority be hereby given to the directors to exercise any powers of the Company to allot shares as and when they deemed fit and proper until the conclusion of the next Annual General Meeting.

Dated: 07.03.2006



Chan Kong Yew
Director

LODGED BY:
IR MANAGEMENT SERVICES SDN. BHD.
37-1, JALAN RADIN ANUM,
BANDAR BARU SERI PETALING,
57000 KUALA LUMPUR.
TEL : 03-90588928

FORM 11
Companies Act, 1965
Section 28 (5)



NOTICE OF RESOLUTION
ANGELIVA CORPORATION SDN. BHD.

Company No.
00013 D

To the Registrar of Companies,

At an Extraordinary General meeting of the members of **ANGELIVA CORPORATION SDN. BHD.** duly convened and held Lot 149, 3rd Floor Puteri Park Plaza, Jalan 28, Taman Putra, 56100 Kuala Lumpur on the 15th September, 2003 the Special Resolution set out below was duly passed.

THAT the Memorandum of Association of the Company be altered by the deletion of **sub-clause (1) to CLAUSE 3** [the object clause] and replaced by the following :-

- (1) To carry on, all or any, in Malaysia or in any part of the world, the business of general merchants, traders, supplies, importers, exporters, storers, storekeepers, removers, packers, brokers, distributors, manufacturers, representatives, commission, insurance, managing, financial and general agents, investors, franchisers, carriers, ship owners, and or in any other capacity, and dealers in, and buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account by wholesale or retail goods, general, general merchandise and other commodities of all kinds and description.

Date: 15.09.2003

Chan Kong Yew
Director

WITNESSED BY:
MANAGEMENT SERVICES SDN. BHD.
41, JALAN 2/109E,
KELANDESA, TAMAN DESA,
KEDILANG ROAD,
KUALA LUMPUR.
TEL: 7942782/79842785

Company No:
2015-D

FORM 11
Companies Act, 1965

CERTIFIED TRUE COPY
OF THE ORIGINAL

16 DEC 2016

SECRETARY
YIM SHI LIANG (MAICSA 7013980)

Section 154(1)
Section 28(9)

NOTICE OF RESOLUTION

OXI VENTURES SDN. BHD.

To the Registrar of Companies,

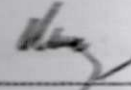
The following special resolution set out below was duly passed by all the members of Oxi Ventures Sdn. Bhd. through a circular resolution of members on 1st September 1999, pursuant to Section 152A of the Companies Act, 1965, which resolution shall be deemed to have been passed at a general meeting held at the registered office, Room 401, 4th Floor, Wisma Kwong Siew, 149, Jalan Tun H.S. Lee, 50000 Kuala Lumpur :-

Special Resolution

That the provisions of the Memorandum of Association of the Company be altered by adding to existing Clause 3, the following sub-clause (44) immediately after sub-clause (43) :-

To carry on the business of manufacturers, distributors and dealers in ice-cream and frozen desserts and the sale of other goods or articles which may be conveniently sold through

Dated this 11th day of September 1999.


MS PHANG KIM MEE
MAICSA 0791351
Secretary

Engaged by : SECURITIES MANAGEMENT (M) SDN. BHD.
Address : Room 401, 4th Floor, Wisma Kwong Siew,
149, Jalan Tun H.S. Lee, 50000 Kuala Lumpur
Telephone Nos : 2321496/7

STATEMENT CONTAINING PARTICULARS OF SHARES ALLOTTED OTHERWISE THAN FOR CASH

UTAMINA SDN. BERHAD

1. The allotment of 20,000 shares to the following on the 9th day of April, 1979 was made

Pursuant to a contract not reduced to writing.

<u>Names & Addresses of Allottees</u>	<u>No. of Shares</u>
Ismail @ Mustapha bin Ibrahim, 39, Jalan Alpha, SS 20/6, Damansara Utama, Sungei Way, Selangor.	13,570
Chou Kits'ng, 190, Lorong Maarof, Bandar Raya, Kuala Lumpur.	6,430
	<u>20,000</u>

CERTIFIED TRUE COPY OF THE ORIGINAL

16 DEC 2016

SECRETARY
YIM SHI LIANG (MAMCSA 7013980)

2. Particulars sufficient to show the entitlement of the allottees to the allotment of shares where the allotment was made pursuant to

a contract not reduced to writing

are as follows:

As per extract of the Resolution dated 9th April, 1979 marked 'A' attached.

3. Not Applicable.

4. The particulars of the consideration in respect of which the allotment of shares was made are as follows:-

As per extract of the Resolution dated 9th April, 1979 marked 'A' attached.

Dated this 24th day of April, 1979.

.....
Secretary.

UTAMINA SDN. BERHAD
(Incorporated in Malaysia)

This is the Annexure
Marked 'A' referred to
in the Form 25 dated
24th April, 1979.

An extract of the Ordinary
Resolution passed at the
Extraordinary General Meeting
on 9th April, 1979



Resolved:

That it is desirable to capitalise a sum of \$20,000/- being part stand-
ing to the credit of Unappropriate Account and accordingly that such sum be
capitalised and that the directors be and they are hereby authorised and di-
rected to appropriate such sum to the holders of shares registered at the
close of business on 9th April, 1979 in proportion to the number of shares
then held by them respectively and to apply such sum on behalf of such holders
in paying up in full 20,000 of the unissued shares in the capital of the Com-
pany, such shares to be allotted and distributed credited as fully paid up to
and amongst such holders in the proportion of two such shares for every
thirteen shares then held, and that such shares shall rank for all purposes
pari-passu with the existing issued shares of the Company.

Certified true copy,

.....
Imaili bin alim
.....
Chairman/Director

.....
Yim Shi Liang
.....
Secretary.

THE COMPANIES ACT, 1965

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OXI VENTURES SDN. BHD.



1. The Name of the Company is **OXI VENTURES 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 business as investors, capitalists, financiers, licensed money lenders, entrepreneurs, concessionaires and merchants for the promotion of, the sale for cash or on credit, or on an instalment plan, hire purchase, hire agreement, or otherwise of lands, houses, aircrafts, vessels, vehicles, goods, machinery, wares and merchandise of any kind whatsoever and to carry on undertake and execute all kinds of financial, commercial, trading and other operations.
 - (2) To invest the moneys of the Company upon such investments, undertakings, partnerships, syndicates, joint and single ventures, public and private corporations and enterprises (other than shares in the Company), real and/or personal property and in such manner as may from time to time be determined.
 - (3) To advance, deposit or lend money on securities and property to or with such persons and on such terms as may seem expedient and either with or without security, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts of any such persons.
 - (4) To guarantee or become liable for the payment of money or for the performance of any obligation
 - (5) To transact all kinds of agency business.
 - (6) To establish branches, agencies and/or local boards in any place in Malaysia and elsewhere abroad as the Company may from time to time think fit and the same to regulate, direct and discontinue, dispose of, or otherwise deal with as may seem expedient.
 - (7) To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
 - (8) To enter into any arrangements with any governments, chiefs, rulers, and authorities, supreme, local or otherwise, that may seem conducive to the Company's interests, and to obtain from such governments, chiefs, rulers, and authorities, or take over from any

other persons or companies possessing the same, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out and utilise the same, and to obtain or assist in obtaining any Acts of Parliament, Provisional Orders, or any sanctions or orders of any such governments, chiefs, rulers, and authorities which the Company may deem proper.

- (9) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowance, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
- (10) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (11) To receive money on deposit with or without allowance of interest thereon.
- (12) To carry on in any part of the world the business as proprietors or managers of theatres, restaurants, farms, dairies, market gardens, common carriers, shipowners and shipping brokers and agents, ship-breakers, warehousemen, wharfingers, hoteliers, publishers, printers, commercial agents, mortgage and bullion brokers, financial agents and advisers, exporters and importers, general and commission agents, factors and importers, general and commission agents, factors and brokers of goods and merchandise of all kinds and description generally.
- (13) To manufacture or deal in (either as agents, factors or merchants) by sale, purchase, or by letting or hiring, or otherwise, and to repair and alter any apparatus, machinery, materials and articles which shall be capable or being used in the course of any such business as aforesaid or which are likely to be required by customers of any such business.
- (14) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise and convert, any such stocks, shares or securities as mentioned in the last preceding paragraph.
- (15) To purchase, take on lease, hire or otherwise acquire in Malaysia or elsewhere any real or personal property, or any rights or interests therein, which the Company may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantations, houses, factories, warehouses, plant, machinery, patents, concessions, trade marks, trade names, copyrights, licences, stocks, material or property of any description and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Company, including, in respect of any patent or patent rights belonging to the Company, the grant of licences or authorities to any person, corporation, or company to work the same.

- (16) To develop improve and utilize any land within Malaysia or elsewhere acquired by the Company, or in which the Company is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, farm, cultivate, maintain, let on building lease or building agreement any such land, and advance money, to enter into contracts and arrangements of all kinds with builders and tenants of and others interested in any such land.
- (17) To apply for and obtain letters patent or privileges of monopoly, either in Malaysia or elsewhere, for any kind of invention acquired by or in which the Company is interested.
- (18) To purchase or otherwise acquire, or undertake the whole or any part of the business, assets and liabilities, including shares, stocks, bonds, debentures, mortgages or other obligations, or any or either of them, of any other company, corporation or person carrying on any business in Malaysia or elsewhere, which this Company is authorized to carry on, possessed of any property or right suitable for the purposes of this Company, and to acquire the business of any company or corporation if deemed expedient, by amalgamation with such company or corporation instead of by purchase in the ordinary way.
- (19) To pay for any business or undertaking, or any property, rights, shares, stocks, bonds, debentures or other securities acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company shall determine.
- (20) To sell the business or undertaking of the Company or any part thereof, including any shares, stocks, bonds, debentures, mortgages, or other obligations or securities, or any or either of them, patents, trade marks, trade names, copy-rights, licences or authorities or any estate, rights, property, privileges or assets of any kind.
- (21) To accept payment for the business or undertaking of the Company or any part thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares or bonds of any company, or corporation, with or without deferred or preferred rights in respect of dividends or repayment of capital or otherwise, or by means of a mortgage, or by debentures, debenture stocks or mortgage debentures or bonds of any company or partly in one mode and partly in another and generally on such terms as the Company may determine
- (22) To carry on business as company promoters and financiers, and to take part in the formation and registration of any company or corporation and the placing of its capital or securities and to underwrite any stocks, shares, loans, securities or other issues, and in particular, but not so as to limit the generality of the foregoing, to promote or join in the promotion of any subsidiary or other company having objects wholly or in part similar to those of this Company or whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance, directly or indirectly the objects or interests of this Company,

- and to subscribe for, acquire and hold shares, stocks or securities of and guarantee the payment of any securities issued by or any other obligations of any such company.
- (23) To lend money upon such terms as the Company may think fit, to persons, companies, or corporations upon such security as shall be thought fit, or without security
 - (24) To procure the Company to be registered or recognised in any country or place outside Malaysia
 - (25) To enter into arrangements for partnership, sharing profits, reciprocal concessions, co-operation or otherwise with any company, corporation, or person having objects altogether or in part similar to those of this Company, or carrying on or about to carry on any business capable of being conducted so as to directly or indirectly to benefit this Company.
 - (26) To enter into arrangements for profit-sharing with any of the directors or employees of the Company or of any company in which the Company may for the time being hold a share or shares (subject to the consent and approval of such company). To grant sums by way of bonus or allowance to any such directors or employees or their dependants or connections, and to establish or support, or aid in the establishment and support, of associations, institutions, schools or conveniences calculated to benefit directors or any companies in which the Company owns a share or shares or the dependants or connections of such persons, to grant pensions and to make payments towards insurance.
 - (27) To subscribe or guarantee money for charitable or benevolent objects, and to hospitals, educational, and other organisations for the benefit of the inhabitants of or residents in any territory in which the Company may carry on business
 - (28) To make to any person or persons any grants or payments of any sum or sums of money which the Directors may consider in the interests of the Company.
 - (29) To adopt such means of making known the products of the Company and the goods in which its trade as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art and interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
 - (30) To acquire mines, mining rights and mineral lands anywhere throughout the whole world and any interest therein and to explore, work, exercise, develop and turn same to account.
 - (31) To explore, examine, investigate, test, make experiments, obtain reports, opinions of experts, certificates, analyses, surveys, plans, descriptions and information in relation to any property or rights which the Company may acquire or become interested in, or may propose to acquire or become interested in, or with the view of discovering properties or rights which the Company acquire or become interested in, and to engage, employ, pay fees to, retain the service of, and send to any part of the world agents, explorers, experts, engineers, counsel and others and to fit out and dispatch expeditions for the purpose of exploring or ascertaining boundaries, or making investigations of any nature whatsoever.

- (32) To pay for any mines, mining rights, businesses, properties, rights, privileges, or concessions acquired or agreed to be acquired by the Company, and generally to satisfy any payment by or obligation of the Company by the issue of shares of this or any other Company credited as fully or partly paid up, or of debentures or other securities of this or any other Company
- (33) To clear any lands and to prepare the same for cultivation and to prepare and make merchantable any products and things which may be produced from trees and plants cleared away, and all articles and things arising from the cultivation of such lands, to take and carry away and dispose of all such articles, products and things.
- (34) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debenture and other negotiable or transferable instruments.
- (35) To apply for, obtain, purchase or otherwise acquire any patents, trade marks, brevets d'invention, licences, concessions secret processes and the like, in the United Kingdom or elsewhere in any part of the world, conferring an exclusive or non-exclusive or limited right to use any invention or process, secret or otherwise, which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired, with a view to the working and development of the same, and to carry on any such businesses, whether manufacturing or otherwise, as may seem calculated directly or indirectly to effectuate these objects.
- (36) To distribute any of the property of the Company amongst the members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (37) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others
- (38) To do all acts and things which may be necessary or desirable in connection with, or to procure for the Company a legal recognition, domicile and status in any Colony, State, or territory in which any of its property, estate, effect or rights may be situated, or in which the Company may desire to carry on business, and to appoint local boards, or committees, attorneys or agents (with such powers as the Directors of the Company may determine), to represent the Company in any such Colony, State, or territory.
- (39) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as factors, trustees or agents for any other Companies or persons, or by or through any factors, trustees or agents
- (40) To pay the costs, charges and expenses, preliminary and incidental to the formation promotion and registration of Companies to remunerate by commission, brokerage or otherwise, any person or company for services rendered or to be rendered in relation to the formation and establishment of the Company, or the conduct

- (32) To pay for any mines, mining rights, businesses, properties, rights, privileges, or concessions acquired or agreed to be acquired by the Company, and generally to satisfy any payment by or obligation of the Company by the issue of shares of this or any other Company credited as fully or partly paid up, or of debentures or other securities of this or any other Company
- (33) To clear any lands and to prepare the same for cultivation and to prepare and make merchantable any products and things which may be produced from trees and plants cleared away, and all articles and things arising from the cultivation of such lands, to take and carry away and dispose of all such articles, products and things.
- (34) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debenture and other negotiable or transferable instruments.
- (35) To apply for, obtain, purchase or otherwise acquire any patents, trade marks, brevets d'invention, licences, concessions secret processes and the like, in the United Kingdom or elsewhere in any part of the world, conferring an exclusive or non-exclusive or limited right to use any invention or process, secret or otherwise, which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired, with a view to the working and development of the same, and to carry on any such businesses, whether manufacturing or otherwise, as may seem calculated directly or indirectly to effectuate these objects.
- (36) To distribute any of the property of the Company amongst the members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (37) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others
- (38) To do all acts and things which may be necessary or desirable in connection with, or to procure for the Company a legal recognition, domicile and status in any Colony, State, or territory in which any of its property, estate, effect or rights may be situated, or in which the Company may desire to carry on business, and to appoint local boards, or committees, attorneys or agents (with such powers as the Directors of the Company may determine), to represent the Company in any such Colony, State, or territory.
- (39) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as factors, trustees or agents for any other Companies or persons, or by or through any factors, trustees or agents
- (40) To pay the costs, charges and expenses, preliminary and incidental to the formation promotion and registration of Companies to remunerate by commission, brokerage or otherwise, any person or company for services rendered or to be rendered in relation to the formation and establishment of the Company, or the conduct

of its business, or placing or assisting to place or guaranteeing the placing of any shares in or debentures or other securities of the Company, and to procure the Company to be registered or recognised in any part of the world.

- (41) To do all such other things as are incidental or conducive to the attainment of the above objects and so that the 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 therein, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph hereof or the name of the Company.
- (42) To make donations for patriotic or for charitable purposes.
- (43) To transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged.

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 or persons whether incorporated or not incorporated.

4. The liability of the Members is limited.

5. The capital of the Company is \$1,000,000/- divided into 1,000,000 shares of \$1.00 each. The Company has power to increase its capital by the issue of new shares of such amount as it thinks expedient and to reduce its capital and to consolidate and divide its capital into shares of larger or less amount than its existing shares and to convert paid up capital into stocks and to divide the shares or stocks into several classes and to attach thereto respectively such preferential deferred, qualified or special rights, privileges or conditions as may be determined in accordance with the regulations for the time being of the Company.

WE, the several persons whose names, addresses, and descriptions are hereto subscribed, 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 style="text-align: center;">HAJI LAMPONG BIN SAUNG (NRIC No 263071) Kampong Kawang, Kota Kinabalu, Sabah.</p> <p style="text-align: right;">(Businessman)</p>	One (1)
<p style="text-align: center;">CHEW YIT KONG (NRIC No.2208096) No.190, Lorong Maarof, Bandar Raya, Kuala Lumpur</p> <p style="text-align: right;">(Businessman)</p>	One (1)
Total Number of Shares Taken	Two (2)

Dated this 27th day of August, 1974.

Witness to the signature of
HAJI LAMPONG BIN SAUNG

Witness to the signature of
CHEW YIT KONG

.....
THOMAS THONG
 Advocate & Solicitor,
 Commissioner For Oaths
 Sabah.

.....
FRANCIS KAY ARK HAN
 Advocate & Solicitor,
 Suites 4028-4029, 4th Floor,
 Regent Kuala Lumpur,
 Jalan Imbi,
 Kuala Lumpur.

THE COMPANIES ACT, 1965

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OXI VENTURES SDN. BHD.



PRELIMINARY

1. Subject as hereinafter provided, the Regulations in the Table "A" (hereinafter referred to as Table "A") in the Fourth Schedule to the Companies Act, 1965, (hereinafter referred to as "the Act") shall apply to the Company.
2. The Regulations contained in the Clauses of Table "A", numbered 22, 54, 59 and 71 of Table "A" shall not apply to the Company, and the remaining Articles of Table "A" as hereby modified and the Articles hereinafter contained shall constitute the regulations of the Company

GENERAL MEETINGS

3. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds.

PRIVATE COMPANY

4. The Company is to be a private company within the meaning of the Act, and accordingly the following provisions shall have effect, namely:—
 - (a) The number of members for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company, and of persons who having been in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is not to exceed fifty, but 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
 - (b) Any invitation to the public to subscribe for any shares or stocks, debentures or debenture stocks of the Company is hereby prohibited.

- (c) Any invitation to the public to deposit money with the company for fixed periods or payable at call, whether bearing or not bearing interest is hereby prohibited; and
- (d) The right of transfer of shares shall be restricted as hereafter provided.

TRANSFER OF SHARES

- 5. No share shall in any circumstances be transferred to an infant or a bankrupt or a person of unsound mind.
- 6. The Directors may refuse to register any transfer to a person of whom they do not approve.

PROXIES

- 7. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the company and the appointment shall not be limited by Section 149(1)(b) of the Act. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

- 8. The number of Directors shall not be less than two (2) nor more than seven (7) or such members as shall be determined by a general meeting. The first Directors shall be Haji Lampong Bin Saung and Chew Yit Kong.
- 9. A Director need not hold any share qualification.

ATTORNEY

- 10. The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and such powers of attorney may contain such provisions for the protection and convenience of any person dealing with such attorney as the Directors may think fit and may also authorise any such attorney to delegate all such or any of the powers, authorities and discretion vested in him.

Names, Addresses and Descriptions of Subscribers

HAJI LAMPONG BIN SAUNG (NRIC No.263071)
Kampong Kawang,
Kota Kinabalu,
Sabah.

(Businessman)

CHEW YIT KONG (NRIC No.2208096)
No.190, Lorong Maarof,
Bandar Raya,
Kuala Lumpur

(Businessman)

Dated this 27th day of August, 1974.

Witness to the signature of
HAJI LAMPONG BIN SAUNG

Witness to the signature of
CHEW YIT KONG

THOMAS THONG
Advocate & Solicitor,
Commissioner For Oaths
Sabah

FRANCIS KAY ARK HAN
Advocate & Solicitor,
Suites 4028-4029, 4th Floor,
Regent Kuala Lumpur,
Jalan Imbi,
Kuala Lumpur.