

No. Rujukan : 2013B001059

THE COMPANIES ACT, 1965

MALAYSIA

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

TRACTIVE SDN. BHD.

Incorporated on

No. Rujukan : 2013B001059

(1)

THE COMPANIES ACT, 1965
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TRACTIVE SDN. BHD.



1. The name of the Company is **TRACTIVE SDN. BHD.**
2. The Registered office of the Company will be situated in Malaysia.
3. The objects for which the company is established are:-
 - (a) To carry on the business of providing computer and programming services, operating and managing all computer service bureau, developing and marketing computer software, providing administrative services, procurement and supply services, providing technical, scientific and operational advice including materials and instructional aids, providing management co-ordination, supervision and control service, assigning professional and technical experts to perform any of the foregoing services, providing computer personnel, management training courses and to carry on other businesses related to the computer industry.
 - (b) To buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings furnishings, tools, materials, products and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them or likely to be required by the customers of the Company.
 - (c) To carry on business as general traders, dealers, importers, exporters, distributors, buying or selling commission agents and otherwise deal in goods, provisions, merchandise, commodities, plant and machinery and articles of all descriptions, both wholesale and retail and to transact every kind of agency business.

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 persons whether incorporated or unincorporated and whether domiciled in Malaysia or elsewhere, and further that the objects specified in such paragraph of this clause shall be regarded as independent objects and accordingly shall except where otherwise expressed in any paragraph be in no way 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 out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the object of a separate distinct and independent company.

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4. The Powers of a Company as contained in the Third Schedule in the Companies Act, 1965 (the Act) shall apply for the Company.

5. The liability of the members is limited.


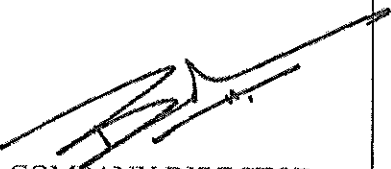
6. The capital of the Company is RM100,000.00 (Malaysia Ringgit) divided into 100,000 ordinary shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, 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 the Company shall have power to increase or reduce the capital to consolidate or sub-divide 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.

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(3)

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 Description of Subscribers	No. of shares taken by each Subscriber
TANG CHEE HONG NRIC No: 671109-10-5429 NO. 1, JALAN SS2/109, 47300 PETALING JAYA, SELANGOR DARUL EHSAN  COMPANY DIRECTOR	THIRTY (30)
BRAHMA SHAKTHI A/L M POOPALA CHELVAM NRIC NO. 750518-10-5417 NO. 36, SS3/50, UNIVERSITI GARDEN, 47300 PETALING JAYA, SELANGOR DARUL EHSAN  COMPANY DIRECTOR	SEVENTY (70)
Total number of shares taken	ONE HUNDRED (100)

Dated this 15th January, 2013

Witness to the above signatures:-


JASMINDAR KAUR A/P SARBAN SINGH (F)
MAICSA 7002687
18, JALAN TK1/6, TAMAN KINRARA,
7TH MILE, JALAN PUCHONG,
47180 PUCHONG,
SELANGOR DARUL EHSAN

Lodged by : JASCHIN MANAGEMENT CONSULTANTS SDN BHD (277650-A)
Address : B-13-15, LEVEL 13, MENARA PRIMA TOWER B,
JALAN PJU 1/39, DATARAN PRIMA,
47301 PETALING JAYA,
SELANGOR DARUL EHSAN
Tel : 03-74914318 Fax :03-78872318

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(4)

THE COMPANIES ACT, 1965
 PRIVATE COMPANY LIMITED BY SHARES
 ARTICLES OF ASSOCIATION
 OF
 TRACTIVE SDN. BHD.

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| <p>(1) Subject as hereinafter provided, the regulations contained in Table A in the Fourth Schedule of the Companies Act, 1965 ("the Act") shall apply to the Company with the exception of Regulations 22, 71 and 90 of Table A.</p> | <p>Adoption of
Table A</p> |
| <p>(2) The company is a Private Company and accordingly:-</p> <ul style="list-style-type: none"> (a) the right to transfer shares is restricted in the 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 of 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 shares 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 or not bearing interest, is prohibited. | <p>Restriction of Private
company</p> |
| <p>(3) The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any shares, whether or not it is fully paid shares.</p> | <p>Directors may refuse
registration of transfer</p> |
| <p>(4) There shall be no shareholding qualification for Directors, unless and until so fixed by the Company in general meeting.</p> | <p>Qualification of
Directors</p> |

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(5)

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <p>(5) A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or a committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.</p> | <p>Resolutions in writing
signed by Directors
effective</p> |
| <p>(6) The number of Directors shall not be less than two or more than nine. The first Directors shall be TANG CHEE HONG and BRAHMA SHAKTHI A/L M POOPALA CHELVAM.</p> | <p>Number and First
Directors</p> |
| <p>(7) The first secretary of the Company shall be JASMINDAR KAUR A/P SARBAN SINGH (MAICSA 7002687).</p> | <p>First Secretary</p> |
| <p>(8) The office of the Secretary shall be vacated if the secretary resigns by notice in writing to the Company, left at the registered office and copies lodged with the Directors for the time being at their last known addresses and the Registrar of Companies.</p> | <p>Resignation of
Secretary</p> |

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(6)

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

Names, Addresses and Description of Subscribers	
TANG CHEE HONG NRIC No: 671109-10-5429 NO. 1, JALAN SS2/109, 47300 PETALING JAYA, SELANGOR DARUL EHSAN	 COMPANY DIRECTOR
BRAHMA SHAKTHI A/L M POOPALA CHELVAM NRIC NO. 750518-10-5417 NO. 36, SS3/50, UNIVERSITI GARDEN, 47300 PETALING JAYA, SELANGOR DARUL EHSAN	 COMPANY DIRECTOR

Dated this 15th January, 2013

Witness to the above signatures:-


JASMINDAR KAUR A/P SARBAN SINGH (F)
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