

**COMPANIES ACT 2016
MALAYSIA**

PRIVATE COMPANY LIMITED BY SHARES

CONSTITUTION

OF

UDGANICS SDN. BHD.
(formerly known as Fragrance Du Bois Sdn. Bhd.)
Registration No. 201401017225 (1093312-X)

Incorporated on 15th day of May 2014



AKTA SYARIKAT 2016

[Seksyen 28]

No. Pendaftaran : 201401017225 (1093312-X)

**NOTIS PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Dengan ini diperakui bahawa

FRAGRANCE DU BOIS SDN. BHD.

yang telah diperbadankan di bawah Akta Syarikat 2016, pada 15 haribulan Mei 2014, sebagai sebuah syarikat persendirian, pada 30 haribulan April 2021 telah menukar namanya kepada

ODUGANICS SDN. BHD.

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

Pendaftar Syarikat Malaysia

Company No.:

1093312-X

FORM 11
Companies Act 1965

*Section 154
*Section 21(2)

NOTICE OF RESOLUTION

FRAGRANCE DU BOIS SDN. BHD.

THE REGISTRAR OF COMPANIES,

At a general meeting of the members of **FRAGRANCE DU BOIS SDN. BHD.** duly convened and held 610, 6th Floor, Menara Mutiara Majestic, No.15, Jalan Othman, Section 3, 46000 Petaling Jaya, Selangor on~~2.2..AUG.2014~~....., the special resolution set out below was duly passed/agreed to: -

ORDINARY RESOLUTION
INCREASE IN AUTHORISED CAPITAL

“RESOLVED That authorised capital of the Company be increased from **RM400,000.00** divided into **400,000** ordinary shares of **RM1.00** each to **RM1,000,000.00** divided into **1,000,000** ordinary shares of **RM1.00** by creation of an additional of **600,000** ordinary shares of **RM1.00** each and such shares are to rank pari passu in all respects with the existing ordinary shares”.

Dated this 22 AUG 2014



.....
Steven Malcolm Watts

Director

Lodged by:

WCK Corporate Advisory Sdn. Bhd. (749391-V)

No. 610, 6th Floor,

Menara Mutiara Majestic

No.15, Jalan Othman, Section 3,

46000 Petaling Jaya, Selangor

Tel:603-7784 0889, Fax: 03- 7785 0889



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA



BORANG 9
AKTA SYARIKAT 1965

[Seksyen 16(4)]

No. Syarikat - MyCoID

1093312	X
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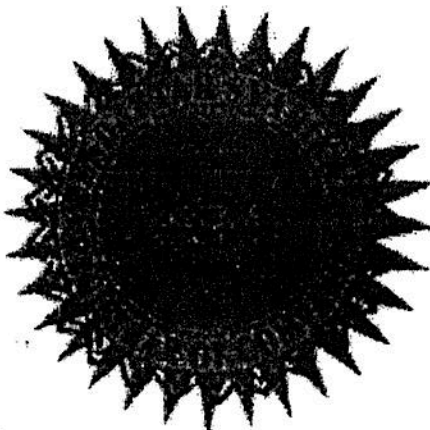
PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN

Dengan ini diperakui bahawa

FRAGRANCE DU BOIS SDN. BHD.

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 15 haribulan Mei 2014, 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 15 haribulan Mei 2014.



DATO' MOHD NAIM DARUWISH
PENDAFTAR SYARIKAT
MALAYSIA

THE COMPANIES ACT 1965
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FRAGRANCE DU BOIS SDN. BHD.

1. The Name of the Company is FRAGRANCE DU BOIS SDN. BHD.
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are: -
 - (i) TO CARRY ON THE BUSINESS OF GENERAL RETAIL AND TRADING OF ANY LUXURIES PRODUCTS SUCH AS PERFUME, COSMETIC, GOLD, DIAMONDS, SILVERS, PLATINUM, EARRINGS, JEWELS, WATCHES, RINGS, AND PRECIOUS METALS AND ANY OTHER RELATED TO PRODUCTS.
 - (ii) TO CARRY ON THE BUSINESS AS GENERAL TRADERS, DEALERS, IMPORTERS, EXPORTERS, DISTRIBUTORS, ASSEMBLERS, MANUFACTURERS AND GENERAL MERCHANTS, 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.
 - (iii) TO BUY PROPERTIES, HOUSES, LAND OR OTHERWISE ACQUIRE SHARES, STOCKS, DEBENTURES OR OTHER SECURITIES ISSUED BY ANY OTHER COMPANY TO INVEST UPON OR WITHOUT SECURITY THE MONEYS OF THE COMPANY IN SUCH MANNER AS MAY FROM TIME TO TIME BE DETERMINED AND TO HOLD ANY SUCH SHARES, SECURITIES OR INVESTMENTS OR AT ANY TIME OR TIMES TO SELL, REALISE THE SAME AND TO REINVEST THE PROCEEDS.
4. The powers of a company as contain in the Third schedule in the Companies Act, 1965 ('the Act') shall apply to the company.

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 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 objects of a separate distinct and independent company.

5. The liability of the members is limited.
6. The capital of the Company is RM500,000.00 Malaysian Currency divided into 500,000 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.

THE COMPANIES ACT 1965
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FRAGRANCE DU BOIS SDN. BHD.

TABLE A

1. Subject as hereinafter provided, the regulations contained in Table A in the Fourth Schedule of the Companies Act, 1965 shall apply to the Company with the exception of Regulations 71 and 90 of Table A.

PRIVATE COMPANY

2. The Company is a private company, and accordingly:-
 - (a) the right to transfer shares is restricted in the manner as prescribed in Table A
 - (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 any 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.

DIRECTORS

3. (a) The number of directors shall not be less than 2 not more than 9.
- (b) The first directors shall be
ALIAS BIN MD SARIF
STEVEN MALCOLM WATTS
- (c) There shall be no shareholding qualification for directors.
- (d) A resolution in writing, signed by majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at meeting of the directors duly convened and held.

SECRETARY

4. (a) The first secretaries of the Company shall be TANG CHOON KEIT, MIA16721.
- (b) The office of secretary shall become vacant if the secretary resigns his office by notice in writing to the Company.

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

Name, Address and Descriptions of Subscribers	Signature
ALIAS BIN MD SARIF NEW IC: 460120-01-6187 NO 10, JALAN PULAI 6/1, TAMAN PULAI PERDANA 81100 JOHOR BAHRU JOHOR	DIRECTOR
STEVEN MALCOLM WATTS PASSPORT: 507741493 G 28 BLOK G, TELUK SENIBONG 1, PERSIARAN SENIBONG 81750 MASAI JOHOR	DIRECTOR

Dated this 14 Day of May 2014

Witness to the above Signature:-

TANG CHOON KEIT
53, JLN BSJ 3A
TMN BUKIT SEGAR JAYA
43200, CHERAS, SELANGOR

Lodged by:-

TANG CHOON KEIT, MALAYSIAN INSTITUTE OF ACCOUNTANTS (MIA), (MIA16721)
1-47, JLN SP 2,
TMN SEGAR PERDANA,
43200, CHERAS, SELANGOR,
603-90801208