

THE COMPANIES ACT, 1965

PUBLIC COMPANY LIMITED BY GUARANTEE

MALAYSIA

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE AND INDUSTRY
[Registration No. 197401000254 (16841-V)]

Incorporated on 11 February 1974



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

Companies Act, 1965

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

[Pursuant To Section 11(2)(b)]

No. of Company:

16841	V
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This is to certify that

MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE

which was, on the 11th day of **February 1974**, incorporated under
the Companies Act 1965, as a public company, on the 09th day of
January 1975, changed its name to

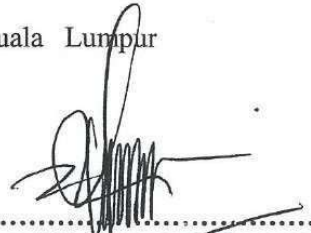
MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE

AND INDUSTRY

and that the company is a public company and is a company limited by
guarantee.

Given under my hand and seal, at Kuala Lumpur
this 17th day of **January 2007**.




.....
(**MOHD. ZAWAWI BEN AHMAD**)
Asst. Registrar of Companies
Malaysia

BORANG 8
ACT SHARIKAT, 1965
[Sekshen 16 (4)]


No. Sharikat

..3128/73.

PERAKUAN PERBADANAN SHARIKAT 'AWAM

Ini ada-lah memperakui bahawa MALAYSIAN INTERNATIONAL CHAMBER OF
COMMERCE
ada-lah di-perbadankan di-bawah Act Sharikat, 1965, pada dan mulai dari 11
haribulan Februari 1974.... dan bahawa sharikat itu
ia-lah * sebuah syarikat berhad menurut jaminan.

Di-buat di-bawah tandatangan dan meteri saya, di-Kuala Lumpur
pada 11 haribulan Februari 1974....



(Haji Abdullah Ghazali)

Pendaftar Sharikat,
Malaysia

- * Masokkan sama ada sharikat itu—
- (a) sa-buah sharikat berhad menurut sher;
 - (b) sa-buah sharikat berhad menurut jaminan;
 - (c) sa-buah sharikat berhad menurut sher dan jaminan;
 - (d) sa-buah sharikat tidak berhad.

[Borang ini di-terjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahu Undangan No. 12 tahun 1964—A.G. 3047/4; R. of C. 31/67/10.]

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THE COMPANIES ACT, 1965

COMPANY LIMITED BY GUARANTEE

MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE AND INDUSTRY

MEMORANDUM OF ASSOCIATION

1. The name of the Association is MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE AND INDUSTRY.
2. The registered office of the Chamber shall be situate in Malaysia.
3. The objects for which the Chamber is established shall be the promotion, protection and advancement of all mercantile interests, and all other interests affecting merchants in Malaysia. In furtherance of this object, and without limiting the generality of such object the Chamber shall be empowered in accordance with the law for the time being in force:
 1. To co-operate with the Government of Malaysia, State Governments and public bodies in Malaysia in furtherance of the economic development and prosperity of Malaysia with particular reference to the promotion of investment and the advancement of Malaysian business and businessmen;
 2. To promote and facilitate commerce and industry in Malaysia and between Malaysia and foreign countries, and the interests of persons engaged in such commerce and industry;
 3. To collect, collate and disseminate statistic and other information relating to commerce and industry;
 4. To promote and constructively comment on legislative or other measures affecting commerce and industry;
 5. To adjust controversies between Members of the Chamber;
 6. To arbitrate in the matter of disputes arising out of commercial transactions between Members of the Chamber and/or other parties willing or agreeing to abide by the judgment and decision of the Chamber;

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7. To frame rules to regulate and facilitate the transaction or commercial business and/or the conduct of arbitration and settlement of disputes and the enforcement thereof where lawfully authorized;
8. To promote and maintain uniformity in the rules, regulations and usages of trade, and the enforcement thereof where lawfully authorized;
9. To communicate with Chambers of Commerce and other mercantile and public and private bodies throughout the world and concert and promote measures for the facilitation of trade;
10. To carry out the activities hitherto carried out by and to take over the assets and liabilities of the Chamber and to acquire such other property as the Chamber may from time to time require;
11. To provide rooms and facilities for holding and conducting sales of property, arbitrations, meetings of creditors, meetings of companies and other like matters;
12. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber;
13. To construct upon any premises acquired for the purposes of the Chamber any building or buildings for the purposes of the Chamber and to alter, add to or remove any building upon any such premises;
14. To borrow or raise any moneys required for the purposes of the Chamber upon such terms and in such manner and on such securities as the Chamber may determine and in particular by the issue of debentures or debenture stock charged upon all or any of the property of the Chamber;
15. To subscribe to, become a member of or co-operate with any lawful Association whether incorporated or not whose objects are wholly or in part similar to those of the Chamber's;
16. To establish and support, or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Chamber or the dependents or connections of such persons, to grant pensions and allowances, to make payments towards insurance and to subscribe or guarantee money for any charitable, patriotic or benevolent purposes or for any exhibition or for any public, general or useful objects;
17. To give to any Member, the right to apply for any of the debentures, debenture stock or other securities of the Chamber at any price or consideration to be agreed upon by the General Committee for the time being of the Chamber and to annex any conditions or stipulations to such right of applications as the said General Committee may think proper;

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18. To give to any Member, the right to apply for any of the debentures, debenture stock or other securities of the Chamber at any price or consideration to be agreed upon by the General Committee for the time being of the Chamber and to annex any conditions or stipulations to such right of applications as the said General Committee may think proper.

4. The income and property of the Chamber whensoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Chamber or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Chamber to or any Member thereof or other person in return for any services actually rendered to the Chamber or the payment of interest on money borrowed from any Member of the Chamber.

5. No addition alteration or amendment shall be made to or in the Memorandum and Articles of Association for the being in force unless the same shall have been previously submitted to and approved by the licensing authority under Section 24 of the Companies Act 1965.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the licensing authority to the Chamber in pursuance of Section 24 of the Companies Act 1965.

7. The liability of the Members is limited.

8. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before he ceases to be a Member and of the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one hundred dollars.

9. If upon the winding up or dissolution of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other institutions having objects similar to the objects of the Chamber to be determined by members of the Chamber at or before the time of dissolution.

10. True accounts shall be kept of the sums of moneys received and expended by the Chamber, and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Chamber and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, shall be open to the inspection of Members. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the balance sheet ascertained by one or more approved Company Auditor or Auditors.

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11. We the several persons whose names and addresses are subscribed are desirous of being formed into a Chamber in pursuance of this Memorandum of Association.

12. The provisions of the Third Schedule to the Companies Act, 1965 shall not apply to the Chamber and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule.

Provided that the Chamber shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which if an object of the Chamber would make it a trade union within the meaning of the Trade Unions Act 1959.

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Names, Addresses and Description of Subscribers

ANNESLEY KEOWN

I.C.I. (Malaysia) Sdn. Bhd.

Wisma Damansara,

Jalan Semantan,

Kuala Lumpur

Director

Limited Company

TAN SRI ALAN JOHN WOOD

Borneo Motors (Malaysia) Sdn. Bhd.

76/78, Jalan Ampang,

Kuala Lumpur

Director

Limited Company

Dated the 15th day of December, 1973

Witness to the above signatures:

WONG MOOK LEONG,

Advocate & Solicitor,

2, Benteng,

Kuala Lumpur

Lodged by :

SECURITIES SERVICES (HOLDINGS) SDN. BHD.

Company No. 36869-T

Level 7, Menara Milenium

Jalan Damanlela

Pusat Bandar Damansara

Damansara Heights

50490 Kuala Lumpur

Tel: 20849000

Fax: 20949940 / 20950292

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THE COMPANIES ACT, 1965

COMPANY LIMITED BY GUARANTEE

MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE AND INDUSTRY

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In the Articles unless there be something in the subject or context inconsistent therewith:

"the Act" means the Companies Act 1965.

"Chamber" means "Malaysian International Chamber of Commerce and Industry" * incorporated under The Companies Act 1965.

"Member" means any person, firm or company admitted as an Ordinary Member in accordance with the provisions of Article 3 and also includes an Associate Member unless the context provides otherwise.

"Ordinary Member" means any firm or company admitted as an ordinary member of the Chamber in accordance with Article 3.

"Branch" means a regional office of the Chamber as referred to in the by-laws of Branches.

New definition added via Special Resolution on 11.05.2016

"Branch Chairman" means a person elected as Chairman of the Branch.

New definition added via Special Resolution on 11.05.2016

"Branch General Committee Member" means the person appointed by the General Committee pursuant to Article 21 (ii).

New definition added via Special Resolution on 11.05.2016

"Associate Members" means any person, firm or company admitted as associate members of the Chamber in accordance with Article 4.

Revised via Special Resolution on 11.05.2016

"Membership" means membership of both an Ordinary Member and an Associate Member unless the context provides otherwise.

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"General Meeting" means a general meeting of the Chamber.

"Annual General Meeting" means the annual general meeting of the Chamber.

"Extraordinary General Meeting" means any general meeting of the Chamber other than the Annual General Meeting.

"The President" means the President of the Chamber.

"Vice-President" means a Vice-President of the Chamber.

"The General Committee" or "Committee" means the general committee of the Chamber elected or otherwise constituted in the manner prescribed by these Articles.

"The Head of Secretariat" means the person occupying the positions as head of Secretariat by whatever name called.

Revised via
Special Resolution
on 11.05.2016

"Rules" means any bye-laws for the election of Members, regulations of the business of the Chamber whether internal, external or conducted in concert with other associations, regulations of officers, servants or Members of the Chamber, or of any of the department or section of the Chamber and particularly for the conduct of arbitrations or any other direction and circulars which are implemented by the Chamber from time to time.

"Inquiry Committee" means comprising of at least three (3) Representatives of Ordinary Members appointed by the General Committee on an annual basis to inquire, report and make its recommendations on cases referred to it under Article 18(7) by the General Committee. The Inquiry Committee shall be headed by a chairman and assisted by a secretary appointed from its members. The Inquiry Committee shall be entitled to make its own rules in discharging its duties and functions.

"Secretariat" means the administrative office of the Chamber.

"The Secretary" means the person appointed as secretary or secretaries of the Chamber.

"The Treasurer" means the person or firm appointed as treasurer or treasurers of the Chamber.

"The Auditor" means the person or firm appointed as Auditor or Auditors.

"Representative of a Member" shall mean:

1. Any partner in a firm registered as a Member by its conventional name.

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2. Any director of a company registered as a Member.
3. Any person holding a power of attorney or letter of procuration for the purpose of enabling him to carry on the business of a Member.
4. Any person or persons appointed to exercise the rights and privileges of Membership on behalf of any Member such appointment shall be in writing and duly signed or executed by such Member and registered with the Secretariat.

"company" means any incorporated company, body corporate, society or association lawfully constituted in accordance with the laws of Malaysia or any other country.

"firm" means two or more persons carrying on business in partnership together.

Words importing the singular number only include the plural number and vice-versa.

Words importing the male gender include the female.

Words denoting persons include companies, corporations, societies and associations.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Chamber.

2. For the purpose of registration the Chamber is declared to consist of not more than 3,000 Members but an increase of Members may be registered.

ORDINARY MEMBER

3. Any firm or company having any overseas and international interests beyond Malaysia and authorised to carry on business in Malaysia under the law for the time being in force shall be eligible to be an Ordinary Member.

ASSOCIATE MEMBER

4. There shall be a class of members known as Associate Members to which any person, firm or company which is not eligible for Ordinary Membership may be admitted. An Associate Member shall have the like rights and duties of an Ordinary Member save that he shall not be entitled to vote at General Meetings of the Chamber nor be appointed or elected as a member of the General Committee.

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MEMBERSHIP – GENERAL PROVISIONS

5. Any firm or company eligible for Membership may become a Member in their conventional or corporate name.
6. Notwithstanding Article 5, a person nominated, elected or appointed to any office, committee, sub-committee or other position within the Chamber, shall be so nominated, elected or appointed in the name of the individual who is either a Member in his own right or who is a Representative of a Member firm or company, and such individual shall hold office in his own name without derogation from any responsibilities he may have as a Representative of a Member firm or company. Similarly, resignation from or relinquishment of any such position shall be in the name of the individual.
7. Notwithstanding any other provision of these Articles, the General Committee may from time to time determine the eligibility for Membership of any person, firm or company and the terms and conditions upon which such person, firm or company may be admitted as a Member.

ELECTION OF MEMBERS

8. Every candidate for Membership shall complete an application form as may be prescribed by the General Committee and shall undertake to be bound by the Memorandum and Articles of Association and Rules for the time being of the Chamber. The application shall be signed if the candidate is an individual, by him, if a firm, by the partners resident in Malaysia and if a company, by its properly authorised officer.
9. Candidates for election as Members shall be proposed by one Ordinary Member and seconded by another Ordinary Member. The proposal shall be in writing signed by or on behalf of the proposer and seconder and shall state such particulars as the General Committee may from time to time direct including (a) in the case of an individual candidate the name, occupation, nationality of the candidate, and nature of his business, (b) in the case of a firm candidate the names and nationalities of the partners thereof respectively, and the nature of the firm's business, (c) in the case of a company candidate the particulars of the constitution and management and the business of the company. Notice of the proposal shall be circulated to members of the General Committee prior to the date of the General Committee meeting at which the proposal is to be considered.
10. Each proposal for election shall come before a meeting of the General Committee and shall be subject to the approval of a majority of the members of the Committee present and voting at the meeting in question. Membership shall be effective from the first day of the month following the month in which the candidate is elected as a Member.
11. A rejected candidate may be again proposed for election in accordance with Article 9 after a lapse of not less than one year from the date of rejection.
12. The Secretariat shall promptly inform the proposer and seconder of the result of each proposal for election.

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13. The Secretariat shall send to each newly elected Member immediately after his election written notice thereof together with a copy or print of the Articles of the Chamber unless such print or copy has already been received by him or it together with a notification of the amounts of entrance fee and subscription payable by him or it, and the entrance fee and subscription due shall be paid to the Chamber within one calendar month of the date of election failing which the General Committee may in its discretion cancel such election and thereupon such newly elected person, firm or company shall cease to be a member and the Secretariat shall so advise him or it and the proposer and seconder forthwith.

ENTRANCE AND SUBSCRIPTION FEES

14. The entrance and the annual subscription fees shall be such sums as the General Committee may from time to time prescribe, and different rates of entrance and subscription fees may be so prescribed for persons, firms or companies or any categories thereof. The General Committee may from time to time waive or reduce the entrance fees for any person, firm or company applying for Membership.
15. The annual subscription fees shall be due and payable in advance on the first day of January each year.
16. A Member newly elected during the year shall pay subscription fees for the unexpired portion of such year, calculated from the first day of the month following the month in which the Member is elected.

TRANSFER OF MEMBERSHIP

17. The General Committee may entertain an application for a transfer of Membership between related companies and may approve a transfer on such terms and conditions as it may deem appropriate including waiver of entrance fees to the transferee. For the purpose of this Article, the word "related" shall:
 1. have the meaning assigned to it in Section 6 of the Companies Act 1965 and
 2. also mean a company to which the Membership is proposed to be transferred in which the General Committee shall consider that the proposed transferor company has a substantial minority holding of its equity.
- 17A. The General Committee may approve an application by a Member to be transferred from one class of Membership to another class, that is to say from Ordinary Membership to Associate Membership and vice-versa, subject to the Member meeting the eligibility laid down by the General Committee under Article 7 for a particular class. Additionally, the General Committee may by resolution transfer a Member from one class of Membership to another in the event of that Member becoming eligible or ceasing to be eligible for any particular class of Membership as laid down by the General Committee under Article 7.

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CESSATION OF MEMBERSHIP

18. (1) Unless the General Committee otherwise decides, a Member shall cease to be a Member of the Chamber if:
- (a) being individual he shall die or be adjudicated bankrupt or be or become the subject of a State for time being at war with Malaysia.
 - (b) being a firm, a Receiving Order or an Adjudicating Order shall be made against the firm or if one or more of its partners are or become subject of a State at war with Malaysia or having a Receiving Order or an Adjudicating Order made against him or them.
 - (c) being a company a resolution shall have been duly passed or an Order of a Court of competent jurisdiction made for the winding-up of the company, or the company shall be registered in the territory of or managed or controlled by the subjects of a State at war with Malaysia.
 - (d) if any Receiving or Adjudication Order in bankruptcy is made against the Member or against any firm of which he is a partner or against all or any of the partners of such firm or if the Member shall make or enter into any arrangement for composition with his creditors.
 - (e) his annual subscription fees are three months in arrear and the Member thereafter fails to pay such subscription fees within one month from the date on which written notice requiring payment thereof is sent to the Member by the Secretariat.
 - (f) a written notice of resignation by the Member has been received by the Secretariat.
 - (g) if the Member ceases to meet the criteria for Membership.
- (2) The decision of the General Committee as to whether any Member has come within the provisions of this Article shall be final and binding on such Member.
- (3) Any Member who ceases to be a Member shall be liable to pay all arrears of subscription fees due by him at the date of so ceasing to be a Member.
- (4) A firm shall not cease to be a Member by reason only of a change in the constitution of the firm occasioned by the admission or retirement or death of a partner provided the business of the firm is carried on under the conventional name in which such firm became or was elected a Member.
- (5) If by reason of death or retirement there remains only one surviving or continuing partner of a firm who acquires and continues the business

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in the firm name he may, subject to him meeting the eligibility laid down by the General Committee under Article 7 for a particular class, on application and without election be registered as a Member in place of the firm provided application for registration is made within one month, or such further period as the General Committee may determine after the dissolution of the firm.

- (6) Subject to there not being any significant change in the construction of the Member's business, a change of name of a Member shall not affect Membership and such Member may on application and without election be registered as a Member under the new name provided application is made within one month or such further period as the General Committee may determine from the date of change of name, and subject to the provision of any further particulars as the General Committee may direct in order to determine whether or not there has been any significant change in the construction of the business.
 - (7) If any Member in the opinion of the General Committee fails to conform to any published rules and regulations of the Chamber or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the Chamber, the General Committee may by notice invite such Member to resign as a Member. Such notice shall state generally the grounds on which the invitation is based. If within two weeks of such notice such Member has not resigned the General Committee may by notice advise such Member that such Member will be expelled from the Chamber unless such Member within two weeks of the date of the notice lodges a notice of appeal against expulsion supported by at least five Members of the Chamber. Within a reasonable time of receipt of such notice of appeal against expulsion the General Committee may refer the case to the Inquiry Committee to inquire into the matter and report to the General Committee with its recommendations. The General Committee will consider the report and recommendations of the Inquiry Committee before deciding on the case and for the avoidance of doubt, the General Committee shall and shall continue to have full powers to expel, suspend or take other action against the Member concerned whatever may be the outcome of the Inquiry Committee's report and recommendation. In the event the General Committee decides to act against the report and recommendations of the Inquiry Committee, the reasons for such decision are to be tabled and minuted by the General Committee.
 - (8) A Member expelled from the Chamber under this Article may not be proposed for re-election as a Member of the Chamber for a period of five years from the date of his so ceasing to be a Member.
19. If any person, firm or company shall cease for any cause whatsoever to be a Member, he or they shall not nor shall his or their heirs executors, administrators and successors in title have any interest in or any claim against the funds or property of the Chamber.
 20. The affairs of the Chamber shall be managed by the General Committee which shall unless otherwise determined by the Members in General Meeting consist of not more than 21 and shall consist of:
 - (a) A President;
 - (b) Five (5) Vice-Presidents;
 - (c) Other Members, Representatives of Members or Branch General Committee Members

Revised via
Special Resolution
on 11.05.2016 &
06.12.2023

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and no Member may have more than one seat on the General Committee. In addition, the person appointed pursuant to Article 29 and the Immediate Past President, if not continuing on the General Committee or in office by virtue of the provisions of Articles 26(a) to (c) and 27, shall be ex-officio members of the General Committee without voting rights.

21. i. The General Committee may invite additional persons, not necessarily Members of the Chamber to sit with the General Committee as 'additional committee members' to represent special interests or to represent special purposes or to represent Members located in specific areas of Malaysia. Such 'additional committee members' shall have no voting rights in the management of the Chamber.
- ii. The General Committee shall appoint the Branch Chairmen to be Branch General Committee members provided (a) that Branch Chairman is not already a voting General Committee member; and (b) his or her Branch has more than 50 ordinary members at the time of such appointment. Such A Branch General Committee member has voting rights in the General Committee. If a Branch's membership number drops below 50 ordinary members or if the Branch Chairman ceases to hold the office of Branch Chairman, he or she shall remain in office as Branch General Committee member until the conclusion of the next Annual General Meeting upon which he or she vacates office, unless otherwise determined by the General Committee.
22. The office of President, Vice-President and member of the Committee shall be vacated:
1. If he becomes a bankrupt.
 2. If he be found lunatic or of unsound mind.
 3. If being a Member of the Chamber at the time of election he ceases to be a Member, or being a Representative of a Member of the Chamber that Member ceases to be a Member or being at the time of the election a Representative of a Member of the Chamber he ceases to be a Representative of that Member and becomes a Representative of a Member of the Chamber already represented on the Committee.
 4. If he absents himself from three consecutive General Committee meetings without special leave of absence from the General Committee and they pass a resolution that he has by reason of such absence vacated his office.
 5. If by notice in writing given to the Chamber he resigns his office.
 6. If he be removed from office by special resolution of the Chamber.
23. During the tenure of office as President, Vice-President or member of the General Committee by any Representative of a Member no other Representative of the same Member shall be eligible for election or appointment to any such office, but if by reason of extended absence overseas for which leave of absence has been granted by the General Committee a Representative of a Member or where a Member or

Revised via
Special Resolution
on 11.05.2016

Revised via
Special Resolution
on 11.05.2016

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Representative of a Member residing outside the Federal Territory of Kuala Lumpur or the Federal Territory of Putrajaya or the State of Selangor is unable to attend General Committee Meetings, he may, with the approval of the General Committee, nominate another Representative of the Member to represent him on the General Committee; alternatively, the General Committee may appoint a Representative of another Member to replace him temporarily.

24. The Committee may act notwithstanding a vacancy in its number always provided that a quorum as laid down in Articles 35 be present at the meeting.

ELECTION AND APPOINTMENT OF OFFICERS

25. At each Annual General Meeting all the members of the General Committee including the President and Vice-President shall resign but shall be eligible for re-election or re-appointment.

26. (a) At a meeting held not earlier than three (3) months prior to the next Annual General Meeting, the General Committee shall, for the purpose of continuity, elect 11 of its members less the necessary number of positions set aside for potential Branch General Committee members which corresponds with the number of Branches at that point in time, to continue as members of the succeeding General Committee. Their appointment will take effect immediately after the conclusion of the next Annual General Meeting.

Revised via
Special Resolution
on 11.05.2016

- (b) Subject to Article 26(a), the remaining 10 members shall be elected by Members present at the Annual General Meeting whose appointment shall take effect immediately after such Annual General Meeting.

Revised via
Special Resolution
on 11.05.2016

- (c) No person shall be eligible for election unless nominated by an Ordinary Member and seconded in writing by another Ordinary Member not later than seven (7) days prior to the date of the Annual General Meeting. If more than 10 persons are nominated, elections of such members shall be by ballot to be carried out in such a manner as shall be directed by the chairman.

Revised via
Special Resolution
on 11.05.2016

27. (a) The President and Vice-President of the Chamber shall be appointed by the General Committee from within its own body within one week of the formation of the General Committee in accordance with Article 26(a) to 26(c). President, Vice-Presidents shall hold office for 3-year term with limit of not more than two (2) consecutive terms.

Revised via
Special Resolution
on 11.05.2016 &
25.05.2022

- (b) Branch Chairman shall hold office for 3-year term with limit of not more than two (2) consecutive terms subject to provisions of Article 21 (ii).

Revised via
Special Resolution
on 11.05.2016 &
25.05.2022

- (c) General Committee members shall not serve more than five (5) consecutive years.

Revised via
Special Resolution
on 11.05.2016 &
25.05.2022

- (d) That should a General Committee member be appointed as President or Vice-President or Branch Chairman, regardless of the number of consecutive years served as General Committee, they serve their

Revised via
Special Resolution
on 11.05.2016 &

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appointed term.

25.05.2022

28. If any vacancy shall occur in the office of President or Vice-President the General Committee shall elect one of their number or some other person being a Member or Representative of a Member to be President or Vice-President and a member of the General Committee. Likewise, any other vacancy on the General Committee may be similarly filled.
29. The Head of Secretariat shall be appointed by the General Committee and shall be ex-officio a member of the General Committee without voting rights. Revised via Special Resolution on 11.05.2016
30. The Secretary shall be appointed by the General Committee, and a Deputy Secretary may be appointed by the General Committee. Revised via Special Resolution on 06.12.2023
31. The Treasurer shall be appointed by the General Committee, and a Deputy Treasurer may be appointed by the General Committee. Revised via Special Resolution on 06.12.2023
32. Deleted. Deleted via Special Resolution on 11.05.2016

PROCEEDINGS OF THE GENERAL COMMITTEE

33. The President or in his absence a Vice-President nominated by him shall be Chairman of the General Committee and in the absence of the President and Vice-Presidents the General Committee shall elect one member as acting Chairman for the particular meeting at which the resident or Vice-Presidents are absent.
34. The General Committee shall meet at least once every quarter and at other such times as it may deem advisable and may make such regulations as it may think proper as to the summoning and holding of meetings of the General Committee and for the transaction of business at such meetings and the record of its proceedings shall be open to the inspection of Members subject to such regulations as the General Committee may from time to time deem expedient.
35. Seven (7) members of the General Committee present shall form a quorum for the transaction of business. Revised via Special Resolution on 11.05.2016
36. The General Committee shall conduct its business by voting on any issue and where there is an equality of votes the chairman of the meeting shall be entitled to a casting vote in addition to his own vote.
- 36A. Any General Committee Member may participate at a meeting of General Committee by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such General Committee Member shall be deemed to be physically present at the meeting. A General Committee Member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the General Committee Members attending the Added via Special Resolution on 11.05.2016

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meeting provided that at least one (1) of the General Committee Member present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to at/or during the meeting.

- 36B. Except as otherwise provided, a resolution in writing (which may consist of several documents in like form) which has been circulated to all General Committee Members and which is signed by those General Committee Members indicating that they are in favour of the resolution shall be as valid and effectual as if it has been passed at a meeting duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has been signed by a majority of the General Committee Members.

Added via Special
Resolution on
11.05.2016

The expression 'in writing' and 'signed' include approval by telefax and electronically communicated scanned copy by the General Committee Members. The expression 'Committee Member' in this Article does not include a General Committee Member which at the meeting of the General Committee is not entitled to vote on the resolution.

POWERS AND DUTIES OF GENERAL COMMITTEE

37. The management of the business and funds of the Chamber shall be vested in the General Committee who in addition to the powers by these articles expressly conferred on them may exercise all such powers and do all such acts and things as may be exercised or done by the Chamber and are not hereby or by law expressly directed or required to be exercised or done by the Chamber in General Meeting.
38. Without prejudice to the general powers conferred by the preceding article the General Committee shall have power:
1. To appoint committee and sub-committee consisting of Members or Representatives of Members which may be permanent or temporary or for special purposes as the General Committee may determine;
 2. To delegate, subject to such conditions as it thinks fit, and of its powers to committees and sub-committees, with the exception of the power to make bye-laws, and to make vary and repeal bye- laws or for the regulation of the proceedings of committees and sub-committees;
 3. To make, vary and repeal bye-laws for the election of Members, for the regulation of the business of the Chamber whether internal, external or conducted in concert with other associations, the regulation of officers, servants or Members of the Chamber, or of any department or section of the Chamber and particularly for the conduct of arbitrations;
 4. From time to time to appoint such officers, clerks, agents and servants for, and at their pleasure to remove or suspend the same from permanent, temporary or special services as they may think fit and to determine their powers and duties and to fix their salaries, wages commission or emoluments and to require security in such instances and to such amount as they may think fit;

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5. To buy, sell, lease, let or take on hire, exchange or otherwise deal with goods, chattels, choses in action and movable or personal property of any description for the purposes of the Chamber upon such terms on such conditions as it may deem expedient;
6. To purchase, lease, take in exchange or otherwise acquire lands, buildings or immovable property of any tenure in Malaysia or any share or interest therein as may be required or deemed expedient for the purposes of the Chamber and to cause the same to be conveyed, transferred, assigned or otherwise assured to or in trust for Chamber upon such terms and conditions and subject to such covenants or obligations as may be deemed necessary or proper;
7. To sell by public auction or private contract or by tender, exchange, surrender, release, divide or partition lands buildings or any immovable property of any tenure belonging to the Chamber for such consideration as may be thought fit and to receive the purchase consideration and to execute conveyances, assignments, transfers or other assurances;
8. To undertake on behalf of the Chamber the payment of all rents, and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract to which the Chamber may be a party, or which may have been assigned to the Chamber, to insure and keep insured, if deemed expedient, all or any of the buildings, articles or other property of the Chamber, to insure against the consequential loss through fire, of the Chamber's revenue and/or standing charges and to execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purpose of the Chamber;
9. To commence, institute, prosecute and defend all such actions and suits as the Committee may deem necessary or expedient on the part of the Chamber and to compromise or submit the same to arbitration as the General Committee in its discretion may think fit;
10. To make and give receipts, releases and other discharges for money payable to the Chamber and for the claims and demands of the Chamber;
11. To determine the manner in which bills notes, receipts acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed on behalf of the Chamber;
12. To execute in the name and on behalf of the Chamber in favour of any member of the Committee or other person who may incur or be about to incur any personal liability for the benefit of the Chamber such mortgages of the Chamber's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;
13. To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Chamber or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, give or

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- guarantee money for any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object;
14. To invest, deposit or otherwise deal with any of the moneys of the Chamber not immediately required for the purposes thereof upon such securities or with such bank or banks or in such other manner as they think fit and from time to time to vary or release such investments deposits or securities;
 15. From time to time at its discretion to raise or borrow any sum or sums of money for the purposes of the Chamber and to secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock of the Chamber, charged upon the property and assets of the Chamber (both present and future);
 16. To enter into such arrangements and upon such terms and subject to such conditions as the General Committee may from time to time consider to be in the interests of the Chamber or its Members with any association or associations wherever located whose objects are not inconsistent with those of the Chamber;
 17. To expel, suspend and to take any other actions as the Committee may think fit and necessary against any Member who in the opinion of the General Committee fails to conform to any published rules and regulations of the Chamber or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the Chamber.
39. Any rules or bye-laws purporting to have been made by the General Committee and signed by the President or a Vice-President and the Secretary shall be deemed to have been duly made by the General Committee and shall be printed and circulated to the Members.

GENERAL MEETINGS

40. The first General Meeting shall be held at such time not being less than two months and not more than six months after the incorporation of the Chamber and at such place and time as the General Committee may determine.
41. Deleted.
42. The General Committee may whenever they think fit, and they shall upon a requisition made in writing by not less than ten percent of the total number of Ordinary Members forthwith proceed to convene an Extraordinary General Meeting.
43. Any requisition made by Members shall express the objects for which it is desired that the meeting be called and shall be left at the registered office of the Chamber. It must be signed by the requisitionists and may consist of several documents in like form each signed by one or more requisitionists. Once deposited the requisition can only be amended with the agreement of the General Committee and may not be amended once the notice of meeting has been circulated.

Deleted via
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44. The General Committee shall within 14 days after the receipt of such requisition proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within 14 days after the receipt of the requisition, requisitionists or a majority of them may themselves convene an Extraordinary General Meeting to be held within one month from the date of the deposit of the requisition on such day and at such place as the persons convening the same may determine. Any meeting convened under this article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the General Committee.
45. (a) Twenty-one clear days' notice shall be given to the Members of any meeting which may be called to consider any special resolution of the Chamber such notice to be sent by post or otherwise served as hereinafter provided.

(b) In all other cases, 14 days' notice to the Members specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided.
46. The business of the Annual General Meeting shall be to receive and consider the Balance Sheet and Accounts and the Report of the General Committee and to elect officers and auditors and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting.
47. All other business transacted at an Annual General Meeting unless a quorum of members or members' representatives is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be twelve members present personally or by representative.
48. No business shall be transacted at any General Meeting unless a quorum of Ordinary Members or its proxies or Representatives of Members registered with the Secretariat as referred to in Article 1(4) is present at the time when the meeting proceeds to business.
 - (a) The quorum for an Annual General Meeting shall be 12 Ordinary Members present personally or represented by proxies or by Representatives registered with the Secretariat as referred to in Article 1(4).
 - (b) The quorum for an Extraordinary General Meeting convened by the General Committee without a requisition from Members shall be 12 Ordinary Members present personally or represented by proxies or by Representatives registered with the Secretariat as referred to in Article 1(4).
 - (c) The quorum for an Extraordinary General Meeting convened as a result of a requisition from Ordinary Members in accordance with Article 42 shall be two thirds of the requisitionists present personally or represented by proxies or by Representatives registered with the Secretariat as referred to in Article 1(4).
49. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to such day in the

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next week and at such time and place as the General Committee may appoint.

50. At any adjourned meeting the Ordinary Members present personally or represented by proxies or by Representatives registered with the Secretariat as referred to in Article 1(4) whatever their number shall form a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place if a quorum had been present.
51. The President or in his absence a Vice-President shall preside as chairman at every General Meeting or if, within fifteen minutes of the time appointed for such meeting, none of these shall be present or shall decline to take or shall retire from the chair the members of the General Committee present shall choose one of their number present as chairman of the meeting and if no such member of the General Committee is present or if all such members of the General Committee decline to take the chair or shall retire from the chair the Members shall choose one Member or Representative of a Member to be chairman of the meeting.
52. The chairman may with the consent of the meeting adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
53. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by not less than four (4) Members present in person or by Representative entitled to vote.

Revised via
Special Resolution
on 11.05.2016

In such event, the poll shall be taken in such manner as the chairman may direct and the returns of the poll scrutinised by two (2) Members appointed by the chairman who shall inform him of the result of the poll. The chairman shall thereupon announce the results which shall be deemed to be the decision of the meeting at which the poll was demanded and the result as to whether the resolution was carried or not carried shall be recorded accordingly in the book containing the minutes of the proceeding of the Chamber.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effecting the book containing the minutes of the proceedings of the Chamber shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

54. If the dissentient Members on any resolution at an Annual General Meeting or Extraordinary General Meeting shall within 48 hours of the close of such meeting send to the Secretariat a statement of their reasons of dissent such statement and the names of the Members dissenting or forwarding such statement shall be entered in the minutes of the meeting.

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VOTES OF MEMBERS

55. (a) Every Ordinary Member present personally or by proxy or by Representatives registered with the Secretariat as referred to in Article 1(4) shall have one vote.
- (b) Every notice convening a General Meeting shall be accompanied by a proxy form.
- (c) An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:

MALAYSIAN INTERNATIONAL CHAMBER OF COMMERCE
AND INDUSTRY

[I/We] of being a Member of the above named Chamber, hereby appoint of Or failing him of, as my [/our] proxy to vote for me [/us] on my [/our] behalf at Annual (Extraordinary) General Meeting of the Chamber to be held on the day of 20 , and at any adjournment thereof.

- (d) No Member other than an Ordinary Member may appoint a proxy holder and no proxy holder, save for the chairman of the General Meeting, may hold more than one (1) proxy from any other Member.
- (e) The instrument appointing a proxy holder shall be in writing in a form prescribed by the General Committee or under the Article 55(c) and deposited with the Secretariat not less than 48 hours before the time fixed for the General Meeting.
- (f) No Member shall be entitled to vote directly or by proxy or by Representative at any General Meeting or Extraordinary General Meeting unless all Membership and annual subscription fees due by such Member shall have been paid in full.

ANTECEDENT DECISIONS

56. All actions taken and all decisions made by the Malaysian International Chamber of Commerce and Industry prior to the date of incorporation under these Articles shall, unless inconsistent with these Articles, have continuing effect unless or until otherwise decided in accordance with the powers vested by these Articles.

MINUTES

57. The General Committee shall cause proper minutes of all proceedings to be duly entered in books provided for the purpose.

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ACCOUNTS AND REPORT

58. The General Committee shall cause proper books of account to be kept at the registered office of the Chamber or at such place or places and in the charge of such person as the General Committee may from time to time direct.
59. The General Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Chamber or any of them shall be open to the inspection of the Members and no Member shall have any right of inspecting any account book or document of the Chamber except as conferred by law or authorized by the General Committee or by the Chamber in General Meeting.
60. At the Annual General Meeting in each year the General Committee shall lay before the Chamber a Report and Income and Expenditure Account and a Balance Sheet containing a summary of the assets and liabilities of the Chamber made up to a date not more than six months before the meeting from the time when the last preceding account and balance sheet were made up or in the case of the first account and balance sheet from the incorporation of the Chamber. At the Annual General Meeting a report shall be presented by the General Committee as to the state conditions and affairs of the Chamber. The Balance Sheet, Accounts and Report shall be signed by the President or a Vice- President and one other member of the General Committee and countersigned by the Secretary. A printed copy of such account and balance sheet and report of the General Committee shall be sent to every Member with the notice convening the meeting and a copy shall also be deposited at the registered office of the Chamber for the inspection of Members during a period of at least five days before the meeting.

AUDIT

61. The Auditor shall audit the accounts of the Chamber and of all funds connected with or controlled by the Chamber. The Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.
62. Every Member upon election to the Chamber shall give to the Secretariat in writing a correspondence address within Malaysia and shall from time to time notify the Secretariat of any change thereof.
63. A notice may be served upon any Member personally or by sending it through the post in a prepaid letter addressed to such Member at the correspondence address given by the Member to the Secretariat.
64. The accidental omission to give any notice to any Member shall not invalidate any resolution passed at any meeting.

UNATHORISED USE OF THE CHAMBER'S NAME, LOGO OR MARK

65. No Member shall use the name, logo and or mark of the Chamber in any advertisements, commercial publicities, documents, literary works or any

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other commercial activities to promote their own goods and services without the prior written approval of the Chamber.

66. Such approval if given will be subject to terms and conditions and any other applicable rules made by the General Committee from time to time.

SEAL

67. The General Committee shall forthwith provide a Common Seal for the purposes of the Chamber and shall have power from time to time to destroy same and substitute a new Seal in lieu thereof. The General Committee shall provide for the custody of the Seal for the time being and it shall only be used by the authority of the General Committee. For every instrument to which the Seal shall be affixed shall be signed by and in the presence of either the President or the Vice-President.
68. Deeds bonds or other contracts under seal made on behalf of the Chamber sealed with the Common Seal of the Chamber and signed by the President or a Vice-President and countersigned by the Secretary shall be deemed to be duly executed.

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Names, Addresses and Description of Subscribers

ANNESLEY KEOWN

I.C.I. (Malaysia) Sdn. Bhd.

Wisma Damansara,

Jalan Semantan,

Kuala Lumpur

Director

Limited Company

TAN SRI ALAN JOHN WOOD

Borneo Motors (Malaysia) Sdn. Bhd.

76/78, Jalan Ampang,

Kuala Lumpur

Director

Limited Company

Dated the 15th day of December, 1973

Witness to the above signatures:

WONG MOOK LEONG,

Advocate & Solicitor,

2, Benteng,

Kuala Lumpur

Lodged by :

SECURITIES SERVICES (HOLDINGS) SDN. BHD.

Company No. 36869-T

Level 7, Menara Milenium

Jalan Damanlela

Pusat Bandar Damansara

Damansara Heights

50490 Kuala Lumpur

Tel: 20849000

Fax: 20949940 / 20950292