

Company No: 920832-W

THE COMPANIES ACT, 1965

\_\_\_\_\_  
MALAYSIA  
\_\_\_\_\_

CERTIFIED TRUE COPY

GAN KONG CHIAN (LS0010046)  
Company Secretary

PRIVATE COMPANY LIMITED BY SHARES

\_\_\_\_\_  
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

\_\_\_\_\_  
TAGHILL PROJECTS SDN. BHD.  
\_\_\_\_\_

Incorporated on 3<sup>rd</sup> November 2010





**SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA**

**BORANG 9  
AKTA SYARIKAT 1965**

[Seksyen 16(4)]

No. Syarikat - MyCoID

920832	W
--------	---

**CERTIFIED TRUE COPY**

**GAN KONG CHIAN (LS0010046)**  
Company Secretary

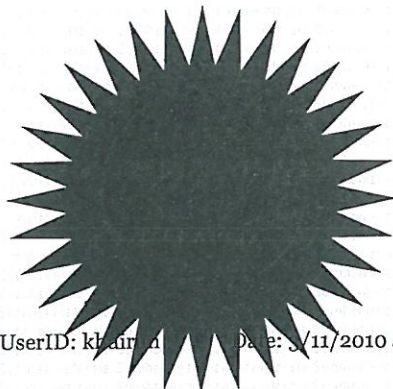
**PERAKUAN PEMERBADANAN SYARIKAT SENDIRIAN**

Dengan ini diperakui bahawa

**TAGHILL PROJECTS SDN. BHD.**

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari  
03 haribulan November 2010, 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 03 haribulan November 2010.



UserID: khair Date: 3/11/2010 4:17:01 PM

**AZAHARI BIN AB RAHMAN  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA**

Company No: 920832-W

4. To adopt all powers contained in the Third Schedule to the Companies Act, 1965.
5. The liability of the members is limited.
6. The capital of the Company is RM100,000/- Malaysian Currency divided into 100,000 shares of RM1/- 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 restriction as to dividends, capital, voting or otherwise.
7. Subject always to the respective rights, terms and conditions mentioned in Clause 5 hereof the Company shall have power to increase or reduce the capital, to consolidated 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 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.

Company No: 920832-W

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a company in pursuance of the 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
WONG YIH MING NRIC No. 751204-14-5429 No. 21 Jalan Puteri 12/11, Bandar Puteri, 47100 Puchong Selangor.  Company Director	
NEO SIM HOON (f) NRIC No. 790601-01-5056 No. 21 Jalan Puteri 12/11, Bandar Puteri, 47100 Puchong Selangor.  Company Director	
TOTAL NUMBER OF SHARES TAKEN	TWO (2)

Dated : 3<sup>rd</sup> November 2010

Witness to the above signatures:-

\_\_\_\_\_  
LIM CHOON GUAN  
(MIA 25384)  
35, Jalan PUJ 2/25, Taman Puncak Jalil,  
Bandar Putra Permai, 43300 Seri Kembangan,  
Selangor Darul Ehsan.

Lodged by	: MM MANAGEMENT SERVICES SDN. BHD. (612745-A)
Address	: A3-1, Level 3, Room 1, Blk A, Plaza Dwiņasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur.
Tel	: 03-9171 0020

THE COMPANIES ACT, 1965

PRIVATE COMPANY LIMITED BY SHARES

CERTIFIED TRUE COPY

ARTICLES OF ASSOCIATION

OF

GAN KONG CHIAN (LS0010046)  
Company Secretary

TAGHILL PROJECTS 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 22, 71, 81 and 90 of Table A.
2. The Company is a private company, and accordingly:-
  - (a) 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.
  - (b) Any invitation to the public to subscribe for any share or debenture or debenture stock of the Company is hereby prohibited.
  - (c) The right to transfer of shares shall be restricted in the manner as prescribed in Table A.
  - (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. The First Directors of the Company shall be **WONG YIH MING, and NEO SIM HOON (f)**.
4. The number of the Directors all of whom shall be natural persons shall not be less than two (2) nor unless otherwise determined by the Company from time to time in General Meeting by Ordinary Resolution be more than nine (9).
5. The shareholding qualification for directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
6. A resolution in writing signed by majority of the directors for the time being or their alternate not being less than two directors shall be as valid and effectual as if has been passed by a meeting of directors duly called and constituted.

### **SECRETARY**

7. The First Secretaries shall be **LIM CHOON GUAN (MIA 25384)**.
8. The office of secretary shall become vacant if the secretary resigns his office by notice in writing to the Company.

### **PROXIES**

9. Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

### **TRANSFER OF SHARES**

10. 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 or shares on which the Company has a lien.

Company No: 920832-W

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

---

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

---

WONG YIH MING  
NRIC No. 751204-14-5429  
No. 21 Jalan Puteri 12/11,  
Bandar Puteri, 47100 Puchong  
Selangor.

Company Director

NEO SIM HOON (f)  
NRIC No. 790601-01-5056  
No. 21 Jalan Puteri 12/11,  
Bandar Puteri, 47100 Puchong  
Selangor.

Company Director

---

Dated : 3<sup>rd</sup> November 2010

Witness to the above signatures:-

---

LIM CHOON GUAN  
(MIA 25384)  
35, Jalan PUJ 2/25, Taman  
Puncak Jalil, Bandar Putra  
Permai, 43300 Seri Kembangan,  
Selangor Darul Ehsan.

Lodged by	: MM MANAGEMENT SERVICES SDN. BHD. (612745-A)
Address	: A3-1, Level 3, Room 1, Blk A, Plaza Dwitasik, Jalan 5/106, Bandar Sri Permaisuri, 56000 Kuala Lumpur.
Tel	: 03-9171 0020

**THIRD SCHEDULE**  
**COMPANIES ACT, 1965**  
**POWERS OF A COMPANY**

**CERTIFIED TRUE COPY**

  
GAN KONG CHIAN (LS0010046)  
Company Secretary

1. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
2. To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purpose of the company.
3. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulas, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention 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, or grant licenses in respect of, or otherwise turn to account, the property, rights, or information so acquired.
4. To amalgamate or enter into partnership or into arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in, or any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable for being conducted so as directly or indirectly to benefit the company.
5. To take, or otherwise acquire and hold, shares, debentures, or other securities of any other company.
6. To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the company's objects, or any of them; and to obtain from any such Government or authority and rights, privileges, and concessions which the company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements rights, privileges, and concessions.
7. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the company or of its predecessors in business, or the dependants or connections of any such person; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions, or for any public, general, or useful object.
8. To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company.

9. To purchase, take on lease or in exchange, hire, and otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business, and in particulars and land, buildings, easements, machinery, plant, and stock in trade.
10. To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves warehouses, electric works, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the company's interests; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.
11. To invest and deal with the money of the company not immediately required in such manner as may from time to time be thought fit.
12. To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advance to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
13. To borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the company in any way 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.
14. To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures, or other securities of the company, or in or about the organization, formation or promotion of the company or the conduct of its business.
15. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
16. To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particulars for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the company.
17. To adopt such means of making known and advertising the business and products of the company as may seem expedient.

Company No: 920832-W

18. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, license, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
19. To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interests.
20. To procure the company to be registered or recognized in any country or place outside Malaysia.
21. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
22. To issue and allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
23. To distribute any of the property of the company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
24. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balances of the purchase price, of any part of the company's property of whatsoever kind sold by the company, or any money due to the company from purchasers and others.
25. To carry out all or any of the objects of the company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
26. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

