

THE COMPANIES ACT, 1965

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

LFKL BHD

INTERPRETATION

- 1.1 In the Articles unless there be something in the subject or context inconsistent therewith:-

“the Act” means the Companies Act, 1965.

“AEFE” means Agence pour l' enseignement Francais a l'etranger, France.

“Auditor” means the person or firm appointed as auditor or auditors of the Company.

“Board of Directors” means the Board of Directors of the Company elected, appointed or otherwise constituted in the manner prescribed by the Articles.

“company” means any incorporated company or body corporate constituted under the laws of Malaysia or under the law of any foreign country.

“the Company” means LFKL Bhd incorporated under Companies Act, 1965.

“the French school” means the French school the carrying on of which constitutes the main object of the Company and shall include the school and/or any branch thereof which is being carried on by the Company from time to time.

“General Meeting” means a general meeting of the Company.

“Honorary Chairman” means the Honorary Chairman of the Supervisory Board.

“Honorary Secretary” means the person elected as the Honorary Secretary of the Company pursuant to Article 7.5 being an elected member of the Board of Directors.

“member” means every person admitted to membership of the Company in compliance with these Articles of Association.

“parent” means either natural or adoptive parent.

“President” means President of the Company.

“Principal” means the principal of the French school in Kuala Lumpur.

“representative of member” shall means:-

- 1) Any person holding a power of attorney or letter of procuracy for the purpose of enabling him to carry on the business of a member.
- 2) Any person of good reputation residing in Malaysia acceptable to the Company who is appointed to exercise the rights and privileges of membership on behalf of any member such appointment being by writing signed or executed by such member or the agent of such member or the agent of such member duly authorised in writing and registered with the Secretary. In the case of a Corporate Member, such representative of member shall be entitled to appoint an alternate representative acceptable to the Company who shall represent the Corporate Member in the absence of the first mentioned representative of member. Such alternate representative of member shall be registered with the Company. Representative of Corporate Member need not be of French nationality.

“Secretary” means the person appointed as the company secretary of the Company as understood in the Act.

“Treasurer” means the person appointed as the Treasurer of the Company.

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

Words importing the male gender shall include the female and neuter genders.

Words denoting persons include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

2.1 The provisions of Table A in the Fourth Schedule of the Companies Act 1965 may be followed and adopted by the Company for matters not specifically provided by these Articles.

MEMBERS

3.1 The number of members with which the Company proposes to be registered is to not to exceed one thousand (1000) but the Board of Directors may from time to time register an increase or reduction in the number of members.

3.2 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these articles and no other shall be members of the Company and shall be entered in the register of members accordingly.

3.3 The membership of the Company shall comprise of the following categories and the following shall be eligible for membership:-

(1) Corporate Members

(i) All limited liability companies, partnerships or joint-ventures or other organisations registered in France (incorporated or otherwise) and located in Malaysia whether through branches, representative offices or otherwise howsoever.

(ii) All public or private companies, sole proprietorships, associations or other organisations registered in Malaysia or in any other countries.

(2) Individual Members

(i) Any parent who has enrolled at least one child in the French school.

Any parent who is employed by or attached to a company which is a Corporate Member may choose to be either an Individual Member or be part of the company's corporate membership: in the former case, the membership fees referred in Articles 3.9 is to be borne by the parent himself/herself and in the latter case, by the company which is the Corporate Member. As Individual Member, such parent is treated as a single member.

(3) Honorary Members

An Honorary Member can be appointed for a certain number of years not exceeding a period of three (3) years but with a possibility of renewal upon expiry of that period, at the discretion of the Board of Directors. He may

attend the Annual General Meeting at the invitation of the Board of Directors. He will not be allowed to vote and he will not pay any membership fees. He may not be held responsible for the debts of the Company and is not eligible for election into the Board of Directors.

(4) Associate Members

All French individuals, companies, partnerships or joint-ventures having neither subsidiaries branches nor representative offices in Malaysia and all non-profit organisations of commercial and cultural nature shall be entitled to admission as Associate Members at the discretion of the Board of Directors. Such Associate Members shall have no voting rights at all Meetings and they may not be held responsible for the debts of the Company. They are also not eligible for election into the Board of Directors and cannot be part of any committee or sub-committee.

(5) Other Members

Other Members other than those covered by the foregoing categories of shall be admitted at the discretion of the Board of Directors.

- 3.4 Any company eligible for membership may become a member in their conventional or corporate name.
- 3.5 Notwithstanding Article 3.4, a person nominated, elected or appointed to any office, committee, sub-committee or other position within the Company, 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.
- 3.6 Notwithstanding the eligibility of the persons entitled to be admitted as members the decision to admit and register new members shall be within the discretion of the Board of Directors. The Board of Directors will decide in this matter by a vote to declare the member admitted with effect from the time the new member has paid the membership fees.

- 3.7 Immediately upon the election of a candidate notice thereof shall be given to him and shall be furnished with a copy of the Articles and a request to remit to the Treasurer the amount of the membership fees. Upon payment of his membership fees, he shall become a member of the Company and be entitled to all the benefits and privileges and to discharge his obligations as a member and be bound by the Articles.

Entries in the Register of Member

- 3.8 The Secretary shall cause to be entered the name and address of each member in the register of member upon his election to membership.

Membership Fees

- 3.9 The payment of membership fees by members shall be of such amount and payable on such dates in such manner as the Board of Directors may from time to time prescribe.
- 3.10 Every Corporate, Individual, Associate and Other Members shall pay the membership fees as proposed and determined from time to time by the Board of Directors.
- 3.11 Failure or default by any member to pay the tuition fees ("ecologes") or any part thereof in the amount and at the times prescribed shall cause:
- 1) the member to be prohibited from voting in any general meetings;
 - 2) the member to be precluded as a candidate for election to the Board of Directors; or
 - 3) the member to be liable to be removed and deregistered as a member.

For clarity of this sub- clause, where the individual members comprises 2 parents of one child, payment of the tuition fees by one parent shall be deemed to be payment of the tuition fees by the other parent.

CESSATION OF MEMBERSHIP

- 4.1 A member shall cease to be member of the Company and his name shall be removed from the register of members in any one of the following events:-
1. if he by notice in writing to the Company resigns;
 2. if he ceases to be a member in accordance with Article 5: or

3. if being a corporate body, it is dissolved or wound up or ceases to carry on activity for more than six (6) months;
4. If the member ceases to have children enrolled with the school

4.2 The decision of the Board of Directors as to whether any member has come within the provision of Article 4.1 shall be final and binding on such member.

4.3 If any member ceases for any cause whatsoever to be a member of the Company, he shall not nor shall his heirs, executors, administrators and successors-in-title have any interest in or any claim against the funds or property of the Company. Notwithstanding his cessation, he shall be liable within one (1) year afterwards for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and the cost, charges and expenses of winding up the same to such amount as may be required not exceeding the sum of Ringgit Malaysia One Hundred (RM100.00).

Resignation of Members

4.4 Any member who wishes to resign from the Company shall inform the Board of Directors by sending a notice in writing not less than fourteen (14) days in advance of his proposed date of resignation.

4.5 The resignation of a member when accepted by the Board of Directors will then be notified to the Secretary.

DISCIPLINARY ACTION

5.1 Any member who:-

- (1) is in breach of Article 3.11; or
- (2) has committed a criminal offence (other than a traffic offence) under the laws of Malaysia either within or without the compound of the French school,

may be liable to suspension for a period to be determined at the discretion of the Board of Directors or expulsion by the Board of Directors.

5.2 If the Board of Directors intends to exercise these powers, the member concerned shall be given prior notice of the conduct complained of and reasonable opportunity to explain his position in writing. The decision of the Board of Directors shall be final and conclusive.

- 5.3 On expulsion, a member shall lose all his rights and privileges and his name shall be deleted from the register of members kept by the Company and whilst under suspension such member shall be prohibited from voting in general meetings or from standing as a candidate for election to the Board of Directors.

OTHER INTERESTS

- 6.1 All members having interests other than those specified in the memorandum of association, shall declare in writing to the Board of Directors all such other interests and notwithstanding the provisions herein contained, the Board of Directors shall have the absolute power to determine whether or not such other interests may be continued and, if so, the conditions on which and the period for which they may be continued.

BOARD OF DIRECTORS

- 7.1 The Company shall be under the management and direction of the Board of Directors who in addition to the powers expressly conferred on them by these Articles may exercise or do all such acts and things as may be exercised or done by the Company and are not hereby or by law expressly directed or required to be exercised or done by the Company in General Meeting.
- 7.2 The first members of the Board of Directors until the First Annual General Meeting shall be:-

(1) DANIEL OMNES

(Consul of France in Malaysia)

(2) PHILLIPE LIEGE

(Cultural and Scientific Counsellor of the French Embassy in Malaysia)

(3) JEAN-LUC LOUIS JACQUES MACE

(Principal)

(4) EMMANUELLE MAIRE-FRANCE BECKER PAUL

(5) BRUNO JACQUES PHILIPPE LEMAIRE

(6) MARIO JEAN CLAUDIO NEGRI

(7) XAVIER ANDRE JEAN RASSAT

(8) ERIC MICHEL CAMUS BIJAOU

7.3 The Board of Directors shall consists of not more than five (5) members, the majority of whom shall be French citizens and comprising of:-

(1) five (5) elected members who were elected in the Annual General Meeting.

7.3.1 The Board of Directors will invite to all of its meetings:

- a) the School Management;
- b) the Cultural & Scientific Councillor of the French Embassy in Malaysia;
- c) the Consul of France in Malaysia;
- d) the French Ambassador in Malaysia

unless otherwise decided by the Board members, so as advise the Board of Directors about the French School's operations. The invitees aforesaid will only be present in an advisory position and will not have any voting rights.

7.3.2 Provided Always that the French Ambassador in Malaysia may designate three (3) representatives to attend the meetings of the Board of Directors whilst the School Management which comprises the Principal, the Director or Deputy Director (when the Director is absent) of the Primary School and the Chief Financial Officer may designate any one of the three individuals to attend the said meetings.

7.4 Save as aforesaid, the five (5) members of the Board of Directors shall comprise of the President, the Treasurer, the Honorary Secretary and two (2) members.

7.5 The five (5) members of the Board of Directors who were elected in the Annual General Meeting shall within two (2) weeks from Annual General Meeting elect from amongst themselves, the President, the Treasurer and the Honorary Secretary.

SUPERVISORY BOARD

7.6 There shall be constituted a Supervisory Board whose members shall comprise of:-

- (1) the French ambassador in Malaysia as the Honorary Chairman of the Consultative And Advisory Board;
- (2) the Cultural and Scientific Counsellor of the French Embassy in Malaysia;
- (3) the Consul of France in Malaysia;

- (4) five (5) Board of Directors members who were elected in the Annual General Meeting;
- (5) the Principal;
- (6) a person from the French business community in Malaysia who is appointed by Malaysian French Business Organisation Berhad; and the person representing the elected representative of the "Francais de l' Etranger" who has been nominated by such elected representative to represent him/her in Malaysia and has been duly acknowledged by the French Embassy in Malaysia.

7.7 The Supervisory Board shall meet whenever a need arises under article 7.8.1 below unless otherwise warranted due to exceptional circumstances. Any person may be authorized by the Supervisory Board to attend the meetings, but will not be entitled to vote.

7.8 All decisions of the Supervisory Board shall be by a simple majority.

7.8.1 The mission of the Supervisory Board is to verify that the strategic decisions made by the Board of Directors in regards to the French School's management and budget are in conformity with the rules set by the AEFÉ. The Supervisory Board is a recipient of all the Board of Directors' minutes and has access to all of the relevant documents facilitating its mission.

President

7.9 The five (5) members of the Board of Directors who were elected in the Annual General Meeting shall within two (2) weeks from Annual General Meeting elect the President of the Company from amongst themselves upon such terms and conditions as they shall determine. Provided Always That the President of the Company shall be a French citizen. Until the First General Meeting or such election whichever the later, ERIC MICHEL CAMUS BIJAOUI shall act as the President of the Company.

7.10 The President shall hold office until the next Annual General Meeting unless he resigns or otherwise ceases to hold such office prior to that.

7.11 The President shall normally preside as chairman at all meetings of the Board of Directors, the Supervisory Board and of the Company in general meetings and shall represent the Company in its dealings with third parties in accordance with such

principles and policies as may be determined by the Board of Directors from time to time. The President shall not without the sanction of the Board of Directors, make any decision committing the assets of the Company by way of borrowing or entering into any transaction with third parties.

Honorary Chairman

Secretary

- 7.13 The first Secretary of the Company shall be CHARLES WILLIAM KRAAL (BC/K/44).
- 7.14 The Secretary shall keep all records, except for the financial records of the Company, and shall be responsible for their being correct and up-to-date. He will keep minutes of all general and Board of Directors' meetings upon receipt of same from the Honorary Secretary and shall maintain an up-to-date register of membership.

Treasurer

- 7.15 The Treasurer shall keep an account of all funds collected and disbursed on behalf of the Company as directed by the Board of Directors and shall keep ongoing account of all monetary transactions of the Company. The Treasurer shall be responsible for the correctness of the said accounts and shall publish a copy of the same to members of the Company after audit before the Annual General Meeting.

ELECTION OF THE ELECTED MEMBERS OF THE BOARD OF DIRECTORS

- 8.1 The five (5) elected members of the Board of Directors shall be elected by a secret ballot from the voting members of the Company and at the Extraordinary General Meeting in every subsequent year one-half of the Directors for the time being, or, if their number is not a whole number, then the nearest one-half, shall be retire from office and the retiring Directors shall be eligible for re-election every year at an Extraordinary General Meeting to be convened by the Board of Directors.
- 8.2 Each candidates shall notify the Company of his/her candidacy for election at least one (1) week before the EGM by submitting his/her individual candidacy in writing to

the administrative office of the French School and the administrative office will forward a copy of the candidacy to the Secretary.

- 8.2A For avoidance of conflict, members who are employed as a staff or teacher in the French School shall not be eligible to submit his/her candidacy for election to the Board of Directors.
- 8.3 Each voting member of the Company shall be entitled to exercise his right to vote during the election in respect of up to one-half of the five (5) candidates, if the number is not a whole number, then the nearest one-half.
- 8.4 The one-half of the five (5) candidates, if the number is not a whole, then the nearest one-half with the highest number of votes obtained at the Extraordinary General Meeting shall be appointed as the Board of Directors members for the ensuing year.

MEETING OF THE BOARD OF DIRECTORS

- 9.1 Meetings of the Board of Directors shall be called within one (1) week's prior notice by the President of the Company as often as necessary, or upon request of three (3) of its members.
- 9.2 A quorum is attained when three (3) of the members of Board of Directors are present.
- 9.3 The President, or in his absence, the Honorary Secretary, shall act as the chairman at all meetings of the Board of Directors. If neither the President nor the Honorary Secretary be present at any such meeting, the members of the Board of Directors present shall elect a chairman from amongst themselves to chair the meeting.
- 9.4 All decisions of the Board of Directors shall be by a simple majority.. In the case of equality of votes, the chairman of the meeting shall have a casting vote.
- 9.5 The Honorary Secretary shall record the minutes of all Board of Directors' meetings and provide a copy of the same to the Secretary who will in turn provide a copy (with a translation thereof, where necessary) to each member of the Board of Directors. A copy of the minutes may with the consent of the Board of Directors be furnished to any member of the Company upon request and whether any minutes of meetings of

the Board of Directors may be furnished to members shall be within the absolute discretion of the Board of Directors.

- 9.6 Any person may be authorized by the Board of Directors to attend the meetings, but will not be entitled to vote.
- 9.7 A Director shall disclose his interest in respect of any contract or proposed contract with the Company in which he is directly or indirectly interested and shall not vote on any matter arising or concerning such contract or proposed contract and if he does so his vote shall not be counted.

WITHDRAWAL OR RESIGNATION FROM OFFICE

- 10.1 In the event of any member of the Board of Directors ceasing to continue in office for any reason whatsoever the Board of Directors shall have the power to fill the vacancy from amongst members of the Company for the remainder of the term.

RESOLUTION IN WRITING

- 11.1 A resolution in writing signed by all members of the Board of Directors for the time being present in Malaysia and entitled to receive notice of a meeting of the Board of Directors shall be deemed as valid and effectual as if it has been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Directors. Any such documents may be accepted as sufficiently signed by one or more members of the Board of Directors even if it is forwarded to the Company by facsimile transmission.

COMMITTEES

- 12.1 The Board of Directors may from time to time appoint committees (including that of a parent-teachers association) from such members as it thinks fit and with such powers as the appointing Board of Directors may prescribe provided that such powers are not in excess of its own.

- 12.2 The committees shall conduct their business and proceedings in accordance with such rules and regulations as may from time to time be prescribed by the Board of Directors and in the absence if any such rules and regulations, the committees shall wherever applicable, adhere to the Articles herein contained for regulating the business and proceedings of the Board of Directors.
- 12.3 No report or resolution of any committee shall bind the Company until such report or resolution is adopted or confirmed by the Board of Directors, unless at the time of the appointment, power to so bind was expressly conferred on such committee.

VALIDITY OF ACTS

- 13.1 All acts done at any meeting of the Board of Directors, the Supervisory Board or of a committee or by any person acting as a member of the Board of Directors, the Supervisory Board or such committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Board of Directors, the Supervisory Board or committee or person acting as a aforesaid, or that any of them were disqualified, be as valid as if such Board of Directors, the Supervisory Board or committee or person had been duly appointed and was qualified to so act.

ANNUAL GENERAL MEETINGS

- 14.1 The Annual General Meeting of all members shall be called during the course of the months of May or June in each year or not later than fifteen (15) months immediately following the last Annual General Meeting upon a date and time to be fixed by the Board of Directors, for the following purposes:
- (1) to receive the President's annual report;
 - (2) to receive and consider the Company's annual audited accounts together with the Board of Directors' and Auditor's report thereon;
 - (3) to consider the Board of Directors' proposal regarding the amount of membership fees to be levied for the ensuring year; and

(4) to elect the elected members of the Board of Directors and appoint the Auditor for the ensuing year

- 14.2 At any General Meeting, after all business herein provided for shall have been disposed of, it shall be competent for any member to raise for discussion at the meeting any matter within the objects or purposes of the Company of which previous notice has been given by the Company.
- 14.3 A quorum of thirty percent (30%) of the members personally present or by proxy is required for the Annual General Meeting.
- 14.4 In the event that such quorum is not attained within half (1/2) an hour after the time is appointed for the Annual General Meeting, the members personally present or by proxy shall constitute a quorum.
- 14.5 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

EXTRAORDINARY GENERAL MEETINGS

- 15.1 An Extraordinary General Meeting of the Company may be convened by the Board of Directors, either on its own motion, or upon receipt of a written request of not less than one third (1/3) of the total number of members to the Directors.
- 15.2 A quorum of thirty per cent (30%) of the members personally present or by proxy is required for the Extraordinary General Meeting.
- 15.3 In the event that such quorum is not attained within half (1/2) an hour after the time appointed for the meeting, the members personally present or by proxy shall constitute a quorum.

LANGUAGE

- 16.1 All general Meetings and Extraordinary General Meetings will be held in the French.

RIGHT TO VOTE

- 17.1 Save for Corporate Members, every member shall have one (1) vote at all General Meetings and Extraordinary Meetings of the Company.
- 17.2 A Corporate Member shall have the number of vote which is equivalent to the number of parent in its employ/attachment whose child/children are attending the French school and for whom the payment of the current tuition fees will have been fully paid at the time of the meeting. The registered representative of each Corporate Member will be the company's representative with the right to vote at all General Meetings and Extraordinary General Meetings of the Company.
- 17.3 An Honorary or Associate or Other Member will have no right to vote during any General Meeting of the Company.
- 17.4 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present. Unless a poll is demanded by the President, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

PROXY

- 18.1 Any member unable to attend a General Meeting or Extraordinary Meeting may appoint any other member to attend and vote on his behalf.
- 18.2 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy must be a member of the Company. The instrument appointing a proxy shall deem to confer authority to demand or join in demanding a poll.
- 18.3 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing proxy shall be in the following form or a form as nearly thereto as the circumstances admit:

LFKL Bhd

I/We, _____, of _____ being a member/members of the aboved-named, hereby appoint _____ of _____, or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at [annual or extraordinary, as the case may be] general meeting of the Company, to be held on the day of 19 _____ and at any adjournments thereof.

Signed this _____ day of _____ 19 _____

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- 18.4 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the administrative office of the Company at the French School, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than forty-eight (48) hours before the time appointed for taking of the poll and in default, the instrument of proxy shall not be treated as valid.
- 18.5 No person may be proxy for more than four (4) members.
- 18.6 No person may be a proxy unless he has attained the age of eighteen (18) years.

AEFE

- 19.1 Funds for the French school shall be provided in part by AEFE which has signed an agreement with the said school.
- 19.2 The French school and the Company shall accept the financial, administrative and educational audit of AEFE.

AMENDMENTS

- 20.1 These Articles shall not be amended, repealed or added to, except by a resolution passed by not less than three quarter (3/4) of the members present and entitled to vote, including those having proxy votes at a General Meeting.

ACCOUNTS AND REPORTS

- 21.1 The Board of Directors shall cause proper books of account to be kept at the registered office of the Company or at such place or places and in the charge of such person as the Board of Directors may from time to time direct.
- 21.2 At the Annual General Meeting in each year the Board of Directors shall lay before the Company a report and Income and Expenditure Account and a Balance Sheet containing a summary of the assets and liabilities of the Company made up to a date not more than six (6) 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 Company. At the Annual General Meeting, a report shall be presented by the Board of Directors as to the state of conditions and affairs of the Company. The Balance Sheet, Accounts and report shall be signed by the President and one other member of the Board of Directors and countersigned by the Secretary.

AUDIT OF ACCOUNTS

- 22.1 The Auditor being a professional auditor who shall have been appointed at the preceding Annual General Meeting, shall complete the audit of the annual accounts of the Company at least thirty (30) days before the Annual General Meeting. A vacancy occurring in the office of Auditor during the year shall be filled by the Board of Directors.

NOTICES

- 23.1 Every member upon election to the Company shall give to the Secretary in writing a registered address within Malaysia and shall from time to time notify the Secretary of any change thereof.
- 23.2 A notice may be served upon any member personally or by sending it through the post in prepaid letter or by e-mail addressed to such member at the registered address or e-mail address given by the member to the administrative office of the Company at the French School.

- 23.3 The accidental omission to give any notice to any member shall not invalidate any resolution passed at any meeting.
- 23.4 A meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least. Any other meeting of the Company shall be called by fourteen (14) days' notice in writing at the least. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at such meeting.
- 23.5 The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place and day and the hour of the meeting, and in case of special business, the general nature of business.
- 23.6 The notice convening an Annual General Meeting shall specify the meeting as such.
- 23.7 The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution.

SEAL

- 24.1 The Board of Directors shall forthwith provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and shall provide for the custody of the seal for time being and it shall not be used except by the authority of the Board of Directors and in the presence of the President; and the President shall sign every instrument to which the seal of the Company is affixed in his presence.
- 24.2 Deeds bonds or other contracts under seal made on behalf of the Company sealed with the Common Seal of the Company and is signed by the President and countersigned by the Secretary shall be deemed to be duly executed.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

ERIC MICHEL CAMUS BIJAOU
24, Bukit Travers,
50480 Kuala Lumpur.
NRIC No. 570202-71-5499
Company Director

JEAN-LUC LOUIS JAQUES MACE
Unit B3-5, Sri Bukit Tunku,
3, Lorong Tun Ismail,
50480 Kuala Lumpur,
French Passport No. 94LZ94228
Principal

Dated this 1st day of December, 1998

Witness to the above signatures:-

CHARLES WILLIAM KRAAL
BC/K/44

Lodged by Messrs Paul Chong & Kraal
18th Floor, Wisma Bumi Raya,
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