



**CAM RESOURCES BERHAD**  
(Company No: 535311-D)

DETAILS OF PROPOSED AMENDMENTS TO THE  
  
ARTICLES OF ASSOCIATION  
  
OF  
  
CAM RESOURCES BERHAD

**The Articles of Association of CAM Resources Berhad are proposed to be amended in the following manner, to reflect current practice and be in compliance with the amendments to the Listing Requirement of Bursa Malaysia Securities Berhad:**

## **ARTICLE 2**

The existing definition in Article 2 be amended to read as follows and where appears throughout the entire Articles of Association of the Company:-

### **Existing Interpretation**

#### **“Approved Market Place”**

- A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption (No. 2) Order, 1998.

#### **“Central Depository”**

- The Malaysian Central Depository Sdn Bhd (165570-W).

#### **“Depositor”**

- A holder of Securities Account.

#### **“Listing Requirements”**

- The listing requirements of the Kuala Lumpur Stock Exchange and including any modification or amendment thereof that may be made from time to time.

#### **“Member”**

- Any person for the time being holding shares in the Company and whose name appear in the Register of Members including a Depositor who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Central Depository in its capacity as a bare trustee.

### **Proposed Interpretation**

Deleted

#### **“Depository”**

- Bursa Malaysia Depository Sdn Bhd (165570-W) including any further change to its name.

#### **“Depositor”**

- A holder of a securities account established by the Depository.

#### **“Listing Requirements”**

- The listing requirements of the Bursa Malaysia Securities Berhad (635998-W) including any further change to its name and including any modification or amendment thereof that may be made from time to time.

#### **“Member”**

- Any person for the time being holding shares in the Company and whose name appear in the Register of Members including a Depositor who shall be treated as if he were a Member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.

## “Record of Depositors”

- A records provided by the Central Depository to the Company under Chapter 24.0 of the Rules.

## “Rules”

- The Rules of the Central Depository and any appendices thereto and any modification or amendment thereof for the time being in force.

## “Securities Account”

- An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and the Rules.

## “Stock Exchange”

- The Kuala Lumpur Stock Exchange and such other stock exchange, if any, upon which the shares or other securities of the Company may be listed and quoted.

## “Record of Depositors”

- A records provided by the Depository to the Company under Chapter 24.0 of the Rules.

## “Rules”

- Shall have the meaning given in section 2 of the Securities Industry (Central Depositories) Act 1991;

## “Securities Account”

- An account established by the Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor as permitted under the Central Depositories Act and the Rules.

## “Stock Exchange”

- Bursa Malaysia Securities Berhad (635998-W) including any further change to its name and such other stock exchange, if any, upon which the shares or other securities of the Company may be listed and quoted.

- (II) The existing Article 5(2) be deleted in its entirety.

**Existing Article 5(2)**

The holder of a preference share shall be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.

**New Article 5(2)**

**(Deleted)**

- (III) The existing Article 17(c) be deleted in its entirety.

**Existing Article 17(c)**

The total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time;

**New Article 17(c)**

**(Deleted)**

- (IV) The existing article 33 be deleted in its entirety and replaced with the following new Article 33

**Existing Article 33**

The transfer of any Listed Security or class of Listed Security of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules and, notwithstanding Section 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Listed Security.

**New Article 33**

The transfer of any Listed Security or class of Listed Security of the Company, shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Section 103 and 104 of the Act, but subject to subsection 107C(2) of the Act and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the Listed Security.

- (V) The existing Article 34(2) be deleted in its entirety and replaced with the following new Article 34(2)

**Existing Article 34(2)**

The Central Depository may in its absolute discretion refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

**New Article 34(2)**

The Depository may in its absolute discretion refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

- (VI) The existing Article 35 be deleted in its entirety and replaced with the following new Article 35

**Existing Article 35**

Any notice of intention to fix a Books Closing Date and the reason therefor stating the Books Closing Date, shall be at least twelve (12) Market Days after the date of announcement to the Stock Exchange.

**New Article 35**

Any notice of intention to fix a Books Closing Date and the reason therefore stating the Books Closing Date, shall be at least ten (10) Market Days after the date of announcement to the Stock Exchange.

- (VII) The existing Article 39 be deleted in its entirety and replaced with the following new Article 39

**Existing Article 39**

If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company and the Central Depository, a notice in writing signed by him stating that he so elects. If he shall elect to have another person transferred, he shall testify his election by serving a notice in writing to that effect to the Company and to the Central Depository. All the limitations, restrictions and provisions of these Articles relating to the right to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

**New Article 39**

If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company and the Depository. A notice in writing signed by him stating that he so elects. If he shall elect to have another person transferred, he shall testify his election by serving a notice in writing to that effect to the Company and to the Depository. All the limitations, restrictions and provisions of these Articles relating to the right to transfer shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

- (VIII) The existing Article 41(1) be deleted in its entirety and replaced with the following new Article 41(1)

**Existing Article 41(1)**

Where:-

- (a) The securities of the Company are listed on an Approved Market Place; and
- (b) The Company is exempted from compliance with Section 14 of the Central Depository Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities;

the company shall upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (“Foreign Register”), to the register of holders maintained by the registrar of the Company in Malaysia (“Malaysian Register”) provided that there shall be no change in the ownership of such securities.

**New Article 41(1)**

Where:-

- (a) The securities of the Company are listed on another stock exchange; and
- (b) The Company is exempted from compliance with Section 14 of the Central Depository Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities;

the company shall upon request of a securities holder, permit a transmission of securities held by such securities holders from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange to the register of holders maintained by the registrar of the Company in Malaysia (“Malaysian Register”) and vice versa provided that there shall be no change in the ownership of such securities.

(IX) **Existing Article 41(2)**

For the avoidance of doubt, the Company which fulfils the requirements of subparagraphs (a) and (b) of Article 41 above shall not allow any transmission of securities from the Malaysian Register into the Foreign Register.

**New Article 41(2)**

**(Deleted)**

(X) The existing Article 48 be deleted in its entirety and replaced with the following new Article 48

**Existing Article 48**

The notices for convening meetings shall specify the place, the date and the hour of meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days’ notice or twenty one (21) days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in the daily press and in writing to the Stock Exchange.

**New Article 48**

The notices for convening meetings shall specify the place, the date and the hour of meeting and shall be given to all Members at least fourteen (14) days before the meeting or at least twenty one (21) days before the meeting where any special resolution is to be proposed or where it is an annual general meeting. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days’ notice or twenty one (21) days’ notice in the case where any special resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in **at least one nationally circulated Bahasa Melayu or English daily newspaper** and in writing to the Stock Exchange.

(XI) The existing Article 49 (a) be deleted in its entirety and replaced with the following new Article 49(a)

**Existing Article 49(a)**

The company shall request the Central Depository in accordance with the Rules to issue a Record of Depositors to whom notices of general meeting shall be given by the Company.

**New Article 49(a)**

The company shall request the Depository in accordance with the Rules to issue a Record of Depositors to whom notices of general meeting shall be given by the Company.

- (XII) The existing Article 49 (b) be deleted in its entirety and replaced with the following new Article 49(b)

**Existing Article 49(b)**

The Company shall request the Central Depository in accordance with the Rules to issue a Record of Depositors, as at a date not less three (3) Market Days before the general meeting (“the General Meeting Record of Depositors”)

**New Article 49(b)**

The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days before the general meeting (“the General Meeting Record of Depositors”).

- (XIII) The existing Article 50 (a) be deleted in its entirety and replaced with the following new Article 50(a)

**Existing Article 50(a)**

There shall appear with reasonable prominence in every notice calling a general meeting a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.

**New Article 50(a)**

There shall appear with reasonable prominence in every notice calling a general meeting a statement that a Member entitled to attend and vote **in his stead**. A proxy not need be a Member of the Company **and the provisions of Section 149(1)(b) of the Act shall not apply to the company**.

- (XIV) The existing Article 53 be deleted in its entirety and replaced with the following new Article 53

**Existing Article 53**

No business shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Save as herein otherwise provided, five (5) Members present personally or by proxy, attorney or representative shall be a quorum.

**New Article 53**

No business shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Save as herein otherwise provided, two (2) Members present personally or by proxy, attorney or representative shall be a quorum.

(XV) The existing Article 76 be deleted in its entirety and replaced with the following new Article 76

**Existing Article 76**

All Directors of the Company shall be natural persons. A Director shall not be required to hold any share qualification in the Company but subject to the provisions of the Act he shall not be of or over the age of seventy (70) years at the date of his appointment. The first Directors of the Company shall be Chin Soong Jin and Yong Chai Lee.

**New Article 76**

A Director shall not be required to any share qualification in the Company but subject to the provisions of the Act he shall not be of or over the age of seventy (70) years at the date of his appointment. The first Directors of the Company shall be Chin Soong Jin and Yong Chai Lee.

(XVI) The existing Article 90 be deleted in its entirety and replaced with the following new Article 90.

**Existing Article 90**

The office of a Director shall be vacated in any of the following events, namely:-

- (a) If he becomes prohibited by law from acting as a Director;
- (b) If (not being a Managing or deputy or assistant Managing Director holding office as such for a fixed term) he resigns by writing under his hand left at the office;
- (c) If he becomes bankrupt;
- (d) If he becomes of unsound mind;
- (e) If he be removed by the Company in general meeting pursuant to Article 95 of these Articles;
- (f) If he absents himself from more that fifty per cent (50%) of the total board of Directors' meetings held during a financial year; or
- (g) Subject to the provisions of the Act, at the conclusion of the next annual general meeting after he attains the age of seventy (70) years.

**New Article 90**

The office of a Director shall be vacated in any of the following events, namely:-



- (a) If he becomes prohibited by law from acting as Director;
- (b) If (not being a Managing or deputy or assistant Managing Director holding office as such for a fixed term) he resigns by writing under his hand left at the office;
- (c) **If he becomes of unsound mind or bankrupt during his term of office;**
- (d) if he be removed by the Company in general meeting pursuant to Article 95 of these Articles; or
- (e) Subject to the provisions of the Act, at the conclusion of the next annual general meeting after he attains the age of seventy (70) years.

(XVII) The existing Article 157 be deleted in its entirety and replaced with the following new Article 157.

**Existing Article 157**

No deletion, addition or other forms of amendment to these Articles shall be made without the prior written approval of the Stock Exchange.

**New Article 157**

**(Deleted)**