

# **CCK CONSOLIDATED HOLDINGS BERHAD**

(Company No. 396692-T)  
(Incorporated in Malaysia)

## **Appendix A**

### **- Details of the proposed amendments to the Company's Articles of Association**

This is the Appendix A referred to in Agenda 6 (Resolution No. 11) of the notice of Eleventh Annual General Meeting dated 16 November 2007 as set out in the Annual Report 2007.

**Appendix A**

**Details of the proposed amendments to the Company's Articles of Association**

The Company's Articles of Association be altered, modified, added and deleted in the following manner :-

1. THAT the existing interpretation of "Approved Market Place" in Article 2 of the Company's Articles of Association be deleted in its entirety.
2. THAT the following new interpretations be inserted in Article 2 of the Company's Articles of Association :-

<i>Word</i>	<i>Meaning</i>
<i>convertible securities</i>	<i>Securities which are convertible or exercisable by the holders, or automatically, by their terms of issue, into shares or stocks.</i>

3. THAT the following existing interpretations in Article 2 of the Company's Articles of Association be deleted in its entirety and replaced with the following new interpretations :-

<i>Existing Interpretation</i>	<i>New Interpretation</i>
<p><i>"Depositor" means a holder of a securities account as defined in the Central Depositories Act.</i></p> <p><i>"Deposited Security" means a security in the Company standing to the credit of a Securities Account of the Depositor subject to the provisions of the Central Depositories Act and the Rules.</i></p> <p><i>"Bursa Securities/Securities Exchange" means Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad) or any other Exchange on which the Company is listed.</i></p> <p><i>"Market Days" means any day between Mondays and Fridays which is not a market holiday or public holiday.</i></p> <p><i>"Securities Account" shall have the same meaning as that assigned to it under Section 2 of the Securities Industry (Central Depositories) Act, 1991.</i></p> <p><i>"Securities" means shares, debentures stocks or bond issued or proposed to be issued and includes any right, option or interest in respect thereof.</i></p>	<p><i>"Depositor" means a holder of a <b>Securities Account established by the Depository.</b></i></p> <p><i>"Deposited Security" <b>shall have the meaning given in Section 2 of the Central Depositories Act.</b></i></p> <p><i>"Bursa Securities/Securities Exchange" means Bursa Malaysia Securities Berhad or <b>by whatever name from time to time called and includes, if appropriate, any other stock exchange to the official list whereof the Company is admitted and on which the Securities/shares of the Company are quoted.</b></i></p> <p><i>"Market day" means <b>a day on which the stock market of the Securities Exchange is open for trading in securities.</b></i></p> <p><i>"Securities Account" means <b>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.</b></i></p> <p><i>"Securities" <b>shall have the meaning given in Section 2 of the Capital Markets and Services Act, 2007.</b></i></p>

4. THAT the existing Article 4(e) of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 4(e) :-

*every issue of shares or options to employees and/or Directors of the Company shall be approved by the Members in general meeting and no Director shall participate in a **share scheme for employees unless the Members in general meeting have approved of the specific allotment to be made to such Directors.***

5. THAT the existing Article 5 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 5 :-

*Subject to the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be **redeemed** and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notice, reports and balance sheets and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or on a proposal to wind up the Company or during the winding up of the Company or sanctioning a sale of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months.*

6. THAT the existing Article 6 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 6 :-

*Notwithstanding Article 7 hereof, the repayment of preference share capital other than redeemable preference **capital** or any **other** alteration of preference **shareholders'** rights, **may** only be made pursuant to a special resolution of the preference shareholders concerned, **PROVIDED ALWAYS** that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, **if** obtained from the holders of three-fourths (3/4) of the preference **capital** concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.*

7. THAT the following new Article 8A be inserted immediately after the existing Article 8 :-

*Exercise of right of Members*

*No person shall exercise any rights of a Member until his name shall have been entered in the Register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any share held by him **PROVIDED THAT** the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such right.*

8. THAT the existing Article 12A of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 12A :-

*Subject to the provisions of the Act, the Central Depositories Act and the Rules, the Company shall allot and/or issue securities/shares, despatch notices of allotment to the successful **applicants**/allottees and make an application for the quotation of such securities/shares :-*

- (a) within **fifteen** (15) market days of the final **applications date** for an issue of Securities or such other period as may be prescribed by the Securities Exchange for issues of Securities to the public;*
- (b) **within eight (8) market days after the final applications closing date for a rights issue or such other period as may be prescribed or allowed by the Securities Exchange;***
- (c) within **eight (8) market days after** the date of receipt of a notice of the exercise of an employee share option together with the requisite payment or such other period as may be prescribed **or allowed** by the Securities Exchange;*
- (d) within **eight (8) market days after the date of** receipt of a subscription form together with the requisite payment in respect of warrant or **other** convertible securities, or such other period as may be prescribed or allowed by the Securities Exchange;*
- (e) **within four (4) market days of the Books Closing Date for the proposed subdivision, which is not on a stand-alone basis or not conditional upon a concurrent bonus issue, or such other period as may be prescribed by the Securities Exchange. "standalone basis" shall have the same meaning as defined in the Bursa Malaysia Securities Listing Requirements.***

9. THAT the existing Article 19 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 19 :-

*A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments. **With the exception of Depositors whose name appear on the Record of Depositors, no shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until his name shall have been entered in the Register and he shall have paid all calls and other moneys for the time being due and payable on every share held by him, together with interest and expenses (if any).***

10. THAT the existing Article 26A of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 26A :-

*Transfer of Securities*

*The transfer of any **Securities** of the Company, which have been deposited with the Depository shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 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 such **Securities**.*

11. THAT the existing Article 30 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 30 :-

*Fixing of Books Closing Date*

*The transfer books and the Record of Depositors and debentures holders may be closed for such period as the Directors think fit **PROVIDED ALWAYS THAT it shall not be closed for more than thirty (30) market days in any year. Any notice of intention to fix a Books Closing Date and the reason therefore shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Securities Exchange. Such notice shall state the Books Closing Date, which shall be at least ten (10) market days after the date of notification to the Securities Exchange. The transfer books and Record of Depositors may be closed for the purpose of determining persons entitled to dividends, interest, or new Securities, or rights to a priority of application for issue of Securities. 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 occurrence of the related event.***

12. THAT the existing Article 32A of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 32A :-

*Transmission of Securities*

*Where :-*

- (i) the **Securities** of the Company are listed on **another stock exchange**; and*
- (ii) the Company is exempted from compliance with Section 14 of the Central Depositories 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 **other stock exchange**, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such **Securities**.*

13. THAT the existing Article 33 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 33 :-

*Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Rules and subject as hereinafter provided, elect either to be registered **himself as holder of the share or to have some person nominated by him registered** as the transferee thereof, but the Depository shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy. Subject to the Rules, the Act, the Central Depositories Act and the Bursa Malaysia Securities Listing Requirements, a transfer of the share may be carried out by the person becoming so entitled.*

14. THAT the existing Article 57(b) of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 57(b) :-

*The Company shall **also** 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** (hereinafter referred to as "the General Meeting Record of Depositors").*

15. THAT the existing Article 68 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 68 :-

*Subject to any rights or restrictions for the time being attached to any class of shares at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by duly authorised representative, and **on a resolution to be decided on a show of hands, a holder of ordinary shares or preference shares who is personally present or present by proxy or attorney or in the case of a corporation by a representative, and entitled to vote shall be entitled to one (1) vote and on a poll, every Member present in person or by proxy or attorney or representative shall have one (1) vote for each share he holds. A proxy shall be entitled to vote on a show of hands on any question at any general meeting.***

16. THAT the existing marginal note of Article 74A of the Company's Articles of Association be amended as follows:-

*Appointment of **at least one (1) proxy***

17. THAT the existing Article 83 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 83 :-

*Notice of intention to appoint Director*

*No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a Member intending to propose him **for election** has, at least eleven (11) clear days before the meeting, left at the Office, a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him **for election**, PROVIDED THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.*

18. THAT the existing Article 88 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 88 :-

*The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. Any **Director so** appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.*

19. THAT the existing Article 92(a) of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 92(a) :-

*has a Receiving Order in bankruptcy made against him or makes any arrangement or composition with his creditors generally **during his term of office;***

20. THAT the existing Article 92(d) of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 92(d) :-

*becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder **during his term of office;***

21. THAT the following existing Article 92(g) of the Company's Articles of Association be deleted in its entirety :-

*absent himself from more than half of the total board of directors' meetings held during a financial year except when a waiver or exemption is granted by the Securities Exchange.*

AND THAT Articles 92(e) and (f) be amended as follows :-

- (e) *resigns from his office by notice in writing to the Company and deposited at the Office;*  
**or**  
(f) *is removed from his office of Director by resolution of the Company in general meeting of which special notice has been given.*

22. THAT the existing Article 102 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 102 :-

*Subject always to Sections 131, 132E **and 132F** of the Act, a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.*

23. THAT the existing Article 110 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 110 :-

*The **remaining** Directors may **continue to** act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of Directors, the **remaining** Director or Directors **may**, except in an emergency, act **only** for the purpose of increasing the number of Directors to **such** minimum number, or **to summon** a general meeting of the Company.*

24. THAT the following new Article 117A be inserted immediately after the existing Article 117 :-

*Power of Managing Director*

*A Managing Director shall be subject to the control of the Board of Directors.*

25. THAT the existing Article 145 of the Company's Articles of Association be deleted in its entirety and to substitute in lieu hereof with the following new Article 145 :-

**Dividend payable by cheque or warrant**

*Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant, sent through the post directed to the registered address of the **Members or person entitled thereto, or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one (1) of such persons and to such address as such person may in writing direct or by direct transfer or such other mode of electronic means (subject to the provision of the Act, the Central Depositories Act and the Rules, the Bursa Malaysia Securities Listing Requirements and/or regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors respectively. Every such cheque or warrant or payment by direct transfer shall be made payable to the order of the person to whom it is sent or person or persons entitled to the share in consequence of death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque and warrant shall be sent at the risk of the person entitled to the money thereby represented. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of the bank account(s).***

26. THAT the following new Articles 159(7) and 159(8) be inserted immediately after the existing Article 159(6):-

- (7) *Where any amendment is made by the Securities Exchange to the Bursa Malaysia Securities Listing Requirements, the Articles affected by the changes are deemed to be amended accordingly.*
- (8) *For the purpose of this Article, unless the context otherwise requires, "Bursa Malaysia Securities Listing Requirements" means the Listing Requirements of Bursa Securities including any amendment to the Bursa Malaysia Securities Listing Requirements that may be made from time to time.*