FORM 11
Companies Act, 1965

NOTICE OF RESOLUTION
PETRONAS GAS BERHAD

To the Registrar of Companies,

At an Extraordinary General Meeting of the members of PETRONAS Gas Berhad duly convened and held at Ballroom I, Level 2, Nikko Hotel Kuala Lumpur, 165 Jalan Ampang, 50450 Kuala Lumpur on the 7th day of August 2001 the special resolution set out below was duly passed:

SPECIAL RESOLUTION
“RESOLVED THAT the deletions, alterations, modifications, variations and additions to the Memorandum and Articles of Association of the Company as set out in Appendix I of the Circular to Shareholders dated this 13th July, 2001 be and are hereby approved.”

Dated this 30th day of August, 2001.

Lodged by: PETRONAS Gas Berhad
Address: Level 50, Tower 1, Petronas Twin Towers
          Kuala Lumpur City Centre
          50088 Kuala Lumpur
Tel: 03 - 581 6800 / 581 6832
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Secretary
Basharuddin Saad
MIA No : 3475
Proposed Amendments to the Memorandum and Articles of Association of PETRONAS GAS BERHAD

In view of the Revamped Kuala Lumpur Stock Exchange Listing Requirements
A) PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF PETRONAS GAS BERHAD IN RESPECT OF THE SHARE BUY-BACKS

CLAUSE 3

- To insert the following new Sub Clause (51) under Clause 3:-

“To purchase its own shares, subject to, and in accordance with the Companies Act, 1965, The Rules of the Central Depository, regulations and orders made pursuant thereto and the requirements of the Kuala Lumpur Stock Exchange and any other relevant authorities.”

- To renumber existing Sub Clauses (51) to (53) of Clause 3 as new Sub Clauses (52) to (54) of Clause 3.

B) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF PETRONAS GAS BERHAD IN VIEW OF THE REVAMPED OF THE KUALA LUMPUR STOCK EXCHANGE LISTING REQUIREMENTS

ARTICLE 1 (INTERPRETATION)

To add the following interpretations in Article 1:-

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>“Approved Market Place”</td>
<td>A stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption) (No. 2) Order 1998</td>
</tr>
<tr>
<td>“Audit Committee”</td>
<td>The audit committee appointed in accordance with the regulations or requirements prescribed by the Exchange from time to time</td>
</tr>
<tr>
<td>“Authorised Nominee”</td>
<td>A person who is authorised to act as nominee as specified under the Rules.</td>
</tr>
<tr>
<td>“Beneficial Owner”</td>
<td>In relation to Deposited Securities, the ultimate owner of the</td>
</tr>
</tbody>
</table>
“Words”

“Deposited Securities” means the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.

“Book Closing Date” means the specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest, or new securities, or rights to a priority of application of issues of securities or other distributions.


“Convertible Securities” means Securities which are convertible or exercisable by the holder, or automatically, by their terms of issue, into shares or stocks.

“Independent Director” means As defined in the Listing Requirements.

“Listing Requirements” means The Listing Requirements or Rules of the Exchange including any amendment to the Listing Requirements that may be made and such practice notes or circulars as may be issued by the Exchange from time to time.

“Principal Subsidiary” means A subsidiary which accounts for 25% or more of (i) the latest audited consolidated profit after tax of the Company or group or (ii) the total assets employed of the Company or group.

“Securities” means Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof.

ARTICLE 3 (SHARE BUY BACKS)

• To delete the heading ‘RESTRICTION’ and replace it with the word ‘SHARE BUY BACKS’.

• To delete the existing Article 3 and to adopt the following new Article 3:-

Existing Article 3
“None of the funds of the Company shall be employed in the purchase or be lent on the security of shares of the Company and the Company shall not, except as authorised by the Act, give any financial assistance for the purpose of, or in connection with, any purchase of shares in the Company.”

**New Article 3**

“The Company may, subject to, and in accordance with the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in these Articles and the requirements of the Exchange and any other relevant authorities from time to time, by resolution purchase its own shares.

Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines issued by the Exchange and/or any other relevant authorities from time to time.”

**ARTICLE 4 (d) (SHARES)**

To insert the following new Article 4(d) immediately after Article 4 (c)

**New Article 4 (d)**

“that notwithstanding the existence of a resolution issued pursuant to Section 132D of the Act, the Company shall not issue any shares or Convertible Securities if the nominal value of those shares or Convertible Securities, when aggregated with the nominal value of any such shares or Convertible Securities issued during the preceding 12 months, exceeds 10% of the nominal value of the issued and paid-up capital of the listed company, unless shareholders in general meeting have approved of the precise terms and conditions of the proposed issue. In working out the number of shares or Convertible Securities that may be issued by the Company, if the security is a Convertible Security, each such Security is counted as the maximum number of shares into which it can be converted or exercised.”

**ARTICLE 6(b) & (c) (SHARES)**

To delete the existing Articles 6(b) and 6(c) in their entirety and to adopt the following new Articles 6(b), 6(c) and 6(d):-

**Existing Articles 6(b) & (c)**

(b) “Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, 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 capital, or winding up, or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is in arrear more than six (6) Months”.

"..."
(c) “The payment of preference capital other than redeemable preference or any other
alteration of preference shareholder 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 of the preference
concerned within two (2) Months of the meeting, shall be valid and effectual as special
resolution carried at the meeting”.

New Articles 6(b), 6(c) & 6(d)

(b) “Preference shareholders shall have the same rights as ordinary shareholders as regards
receiving notices, reports and audited accounts, and attending general meetings of the
Company. Preference shareholders shall also have the right to vote at any meeting
convened:

(1) for the purpose of reducing the Company’s share capital, or winding up the
Company or sanctioning a sale of the whole of the Company’s property, business
and undertaking, or

(2) where the proposition to be submitted to the meeting directly affects their rights and
privileges attached to the share or

(3) when the dividend or part of the dividend on the preference shares is in arrears for
more than six (6) months or

(4) during the winding up of the Company.”

(c) “The holders of a preference share must be entitled to a return of capital in preference to
holders of ordinary shares when the company is wound up.”

(d) “The repayment of preference 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 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”.

ARTICLE 7 (SHARES)

To delete the existing Article 7 in its entirety and to adopt the following new Article 7:-
Existing Article 7

“Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares shall, before issue Members be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings, in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accepts the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this regulation”.

New Article 7

“Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings, in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this article”.

ARTICLE 8A (SHARES)

To insert the following new Article 8A immediately after Article 8.

New Article 8A

"Subject to the Act, the provision of these Articles and the requirements of the Exchange, any issue of shares or Convertible Securities by a Principal Subsidiary that dilutes or could
potentially dilute the Company’s equity interest in the Principal Subsidiary by 25% or more shall require the prior approval of the Company in general meeting.

ARTICLE 9 (CERTIFICATES)

To delete the existing Article 9 in its entirety and to adopt the following new Article 9:

Existing Article 9

“The certificates of title to shares shall be issued under seal and signed by one Director and countersigned by the Secretary or some other person appointed by the Directors. The requirement of the Shares signatures of a Director and a Secretary may be satisfied by affixing to the certificates a facsimile of their signatures.”

New Article 9

“The certificates of title to shares shall be issued under seal and signed by one Director and countersigned by the Secretary or another Director or some other person appointed by the Directors. The requirement of the signatures of a Director and a Secretary or another Director or some other person appointed by the Directors may be satisfied by affixing to the certificates a facsimile of their signatures.”

ARTICLE 10 (CERTIFICATES)

To delete existing Article 10 in its entirety and to adopt the following new Article 10:

Existing Article 10 (a) & (b)

(a) “Subject to the Act, the Central Depositories Act and the Rules, every person whose name is entered as a member in the Register of Members shall be entitled to receive within fifteen (15) Market Days of lodgement of transfer, one certificate for all his shares of each class, upon payment of such sum not exceeding Ringgit Three (RM3.00) only or such other sum as may from time to time be permitted by the Exchange plus the stamp duty payable under any law for the time being in force for every certificate, each for one (1) or more of his shares in each class as he may reasonably require.

(b) An allotment of shares in the Company pursuant to a rights issue, bonus issue or an offer by the Company for the purchase of shares in the Company, a Member of the Company, shall upon compliance with all the conditions of such issue or offer, as the case may be, be entitled to receive within ten (10) Market Days after allotment up to a maximum of ten (10) share certificates for such shares in reasonable denomination without charge.”

New Article 10
(a) "Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, the Company shall allot shares and despatch notices of allotment to the allottees and make an application for the quotation of such securities within the stipulated time frame as may be prescribed by the Exchange. Every certificate shall be issued under the Seal and bear the signatures or the autographic signatures of one Director and the Secretary or another Director or such other person as may by authorised by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon provided that the Directors may by resolution determine that such signature, or either of them, shall be affixed by such other person as may be authorised by the Directors or some method or system of mechanical signature.

(b) Save and except where it is specifically exempted from compliance with Section 38 of the Securities Industry (Central Depositories) Act 1991, all new issues of shares or securities for which listing is sought shall be made by way of crediting the securities accounts of the allottees with such shares or securities, and for this purpose, the Company shall notify the Central Depository of the names of the allottees and all such particulars required by the Central Depository, to enable the Central Depository to make the appropriate entries in the securities accounts of such allottees."

**ARTICLE 11 (CERTIFICATES)**

To delete existing Article 11 and to adopt the following new Article 11 :-

Existing Article 11

“Subject to the provisions of the Act, the Central Depositories Act, the Listing Requirements and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser member company of the Exchange or on behalf of its/ their client/ s as the Directors of the Company shall require, and in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Three (RM3.00) or such sum as shall from time to time be permitted by the Exchange. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss."

New Article 11
“Subject to the provisions of the Act, the Central Depositories Act, these Articles and the Rules, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the Central Depository. In case of defacement or wearing out on delivery of the old certificate and in any case on payment of such sum not exceeding Ringgit Three (RM3.00) or such sum as shall from time to time be permitted by the Exchange. In the case of destruction, loss or theft, the Central Depository who shall be entitled to such renewed certificate shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.”

**ARTICLE 17 (CALLS ON SHARES)**

To delete existing Article 17.

Existing Article 17

“The joint holders of a share are jointly and severally liable to pay all calls in respect of the shares.”

New Article 17.

Article deleted.

**ARTICLE 31 (LIEN)**

To add the words “and has paid” immediately after the word “pay” in line 4 of Article 31 such that Article 31 will read as follows:

New Article 31

“The Company’s lien on shares and share dividends from time to time declared in respect of such shares shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid and to such amounts as the Company may be called upon by law to pay and has paid in respect of the shares of the Member or deceased Member”.

**ARTICLE 32 (LIEN)**

To delete existing Article 32 in its entirety and to adopt the following new Article 32:-

Existing Article 32
“No Member shall be entitled to receive any dividend or to exercise privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person together with interest and all expenses (if any).”

**New Article 32**

“No Member shall be entitled to receive any dividend or to exercise privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, together with interest and all expenses (if any).”

**ARTICLE 33 (TRANSFER OF SHARES)**

To delete existing Article 33 in its entirety and adopt the following new Article 33:-

**Existing Article 33**

“Subject to the restrictions of these Articles, the Central Depositories Act and the Rules with respect to the transfer of Deposited Security, any Member may transfer all or any of his shares but every transfer must be in writing and in such form as the Directors and the Exchange may approve”.

**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 Central 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 the listed securities”.

**ARTICLE 34 (TRANSFER OF SHARES)**

To delete existing Article 34.

**Existing Article 34**

“The instrument of transfer of a share shall be signed both by the transferor and the transferee, save that the Directors may determine on terms if necessary that such signatures may also be affixed by some method or system of mechanical signatures. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.”

**New Article 34.**
Article deleted.

ARTICLE 35 (TRANSFER OF SHARES)

To delete existing Article 35 in its entirety and to adopt the following new Article 35:-

Existing Article 35

“The Directors may decline to recognise any instrument of transfer unless:

(a) such fee per instrument of transfer not exceeding Ringgit Malaysia Three (RM 3.00) or such other sum as may from time to time be permitted by the Exchange and as the Directors may from time to time require, is paid to the Company in respect thereof;

(b) the amount of the proper duty with which each certificate to be issued in consequence of the registration of such transfer is chargeable under any law for the time being in force relating to stamp duty is paid; and

(c) the instrument of transfer together with the certificate is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by such other evidence as the Directors may reasonably require to show the rights of the transferor to make the transfer and if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do.”

New Article 35

“Every instrument of transfer shall be in writing and in the prescribed form as approved under the Rules and shall be presented to the Central Depository with such evidence (if any) as the Central Depository may require, from time to time to prove that the title of the intending transferor and the intended transferee is a qualified person from time to time.”

ARTICLE 36(a) (TRANSFER OF SHARES)

To delete existing Article 36(a) and to adopt the following new Article 36(a) :-

Existing Article 36(a)

(a) “The registration of transfer may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days or such other period as my be required by the Exchange in any Year. Eighteen (18) Market Days of notice or such other period as may be required by the Exchange of any such suspension shall be advertised in a daily newspaper and to be given to the Exchange stating the period and the purpose or purposes of such suspension.”
New Article 36(a)

(a) "The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by the Exchange. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least twelve (12) market days after the date of announcement to the exchange or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors."

ARTICLE 37 (TRANSFER OF SHARES)

To delete existing Article 37 and to adopt the following new Article 37:-

Existing Article 37

"There shall be no restriction on the transfer of fully paid up shares except where required by law but the Directors may in their discretion and without assigning any reason therefor decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve. If the Directors refuse to register a transfer of any share, they shall within ten (10) Market Days after the date on which the transfer was lodged with the Company, send to the lodging broker and the transferee notice of refusal as required by the Act. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud."

New Article 37

"The Central Depository may refuse to register any transfer of deposited security that does not comply with the Central Depositories Act and the Rules. Subject to the Act, the Central Depositories Act and the Rules, no share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind."

ARTICLE 40 (TRANSMISSION OF SHARES)

To delete existing Article 40 and to adopt the following new Article 40:-
Existing Article 40

“In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any shares which had been held by him alone or jointly with some other person.”

New Article 40

“Subject to the provisions of the Act, the Central Depositories Act and Rules, in case of the death of a member the legal personal representatives of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any shares which had been held by him.”

ARTICLE 41 (TRANSMISSION OF SHARES)

To delete existing Article 41 and to adopt the following new Article 41:-

Existing Article 41

“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 Directors 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 Directors 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 Provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.”

New Article 41

“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 Central Depository and subject to the Rules and 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 Central 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 Provided always that where the share is a Deposited Security, subject to the Rules, a transfer or withdrawal of the share may be carried out by the person becoming so entitled.”
**ARTICLE 43 (TRANSMISSION OF SHARES)**

To delete existing Article 43 and to adopt the following new Article 43 :-

**Existing Article 43**

"Where the registered holder of any share dies or becomes bankrupt, his personal representative or the assignee of his estate as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt; and where two or more persons are jointly entitled to any share in consequence of the death or bankruptcy of the registered holder, they shall, for the purposes of these Articles, be deemed to be joint holders of the share."

**New Article 43**

"Subject to the provisions of the Act, the Central Depositories Act and Rules, where the registered holder of any share dies or becomes bankrupt, his personal representatives or the assignees of his estate as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Central Depository in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt."

**ARTICLE 44A (TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER)**

To insert the following new heading and new Article 44A immediately after Article 44 :-

**TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER**

**New Article 44A**

(1) “Where:-

   (a) the securities of a company are listed on an Approved Market Place; and
such 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 (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as “the Malaysian Register”) provided that there shall be no change in the ownership of such securities.

(2) For the avoidance of doubt, no company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.”

ARTICLE 48 (FORFEITURE OF SHARES)

To insert the words “or Record of Depositors” after the words “Register of Members” in line 4 of Article 48 such that Article 48 will read as follows:-

New Article 48

“When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to holder of the share or to the person entitled to the share by reason of his death or bankruptcy, as the case may be and an entry of such notice having been given and the forfeiture with the date thereof shall forthwith be made in the Register of Members or Record of Depositors opposite to the share but the provisions of this Article are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give any such notice or to make such entry as aforesaid.”

ARTICLE 56 (GENERAL MEETINGS)

To delete existing Article 56.

Existing Article 56

“An annual general meeting or extraordinary general meeting other than a meeting for the passing of a special resolution, shall be Ordinary called by notice in writing of not less than fourteen (14) days”.

New Article 56.
ARTICLE 57 (GENERAL MEETINGS)

To delete existing Article 57 in its entirety and to adopt the following new Article 57:-

Existing Article 57

“The notices convening meetings shall specify the place, day Meetings and hour of the meeting, and shall be given to all Members at least fourteen (14) days before the 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 of every such meeting shall be given by advertisement in the daily press and in writing to the Exchange”.

New Article 57

“The notices convening meetings shall specify the place, day and hour of the 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 each Stock Exchange upon which the Company is listed”.

ARTICLE 59 (GENERAL MEETINGS)

To delete the existing Article 59(a) and (b) in their entirety and to adopt the following new Article 59:-

Existing Article 59(a) and (b)

(a) “The Company shall by written request made in Depository at least three (3) Market Days prior to and not including the date of the notice of the general meeting, to prepare the Record of Depositors to whom notices of general meetings shall be given by the Company”.

(b) “The Company shall inform the Central Depository of the dates of general meetings and shall in written request made in duplicate in the prescribed form, request the Central Depository at least three (3) Market Days prior to and not including the date of the general meeting, to prepare the Record of Depositors. The general meeting
Record of Depositors shall be the final record of all depositors who shall be deemed to be the registered holders of ordinary shares of the Company eligible to be present and vote at such meetings.

**New Article 59(a) (b) and (c)**

(a) “The company shall request the Central Depository in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company”.

(b) “The company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at a date not less than 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”)

(c) “Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 (where applicable), a depositor shall not be regarded as a member entitled to attend any general meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors”.
ARTICLE 60A (GENERAL MEETINGS)

To insert the following new Article 60A immediately after Article 60.

New Article 60A

"Subject to the Act, the provisions of the Articles and the Listing Requirements, the Company may seek its shareholders' mandate which is renewable on an annual basis to enter into, deal with, act in, or handle all related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company."

ARTICLE 66 (VOTING AT GENERAL MEETING)

To insert the sentence “Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment” at the end of the existing Article 66. The new Article 66 shall read as follow:-

New Article 66

“At any general meeting, a resolution put to the vote of the meeting must 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;

b) by at least two (2) Members present in person or by proxy;

c) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or

d) by a Member or Members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.”

Provided that no poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.”

ARTICLE 68 (POLLS)

To delete the existing Article 68 in its entirety and to adopt the following new Article 68.

Existing Article 68
a) “If a poll is duly demanded, it must be taken in such manner and (subject to paragraph (b)), either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.

b) A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.”

New Article 68

“If a poll is duly demanded, it must be taken in such manner and (subject to paragraph (b)), either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.”

ARTICLE 70 (VOTE OF MEMBERS)

To add the words “or a proxy” immediately after the words “representative of a Member” in line 3 of Article 70 such that Article 70 will read as follows:-

New Article 70

“Subject to any rights or restrictions for the time being attaching to any class or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands, every person present who is a Member or a representative of a Member or a proxy shall have one vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds”.

ARTICLE 71 (VOTE OF MEMBERS)

To delete existing Article 71.

Existing Article 71

“In the case of joint holders of shares, any one of such persons may vote, but if more than one of such persons be present at a meeting, the person whose name stands first on the Register shall alone be entitled to vote.”

New Article 71

Article deleted.

ARTICLE 73 (VOTE OF MEMBERS)
To delete the word “at” immediately after the word “attend” in line 1 of the Article 73 and the new Article 73 such read as follows:-

“A holder may appoint more than two (2) proxies to attend the same meeting. Where a holder appoints two or more proxies, he shall specify the proportion of his share-holding to be represented by each proxy”.

ARTICLE 73A (VOTE OF MEMBERS)

To insert the following new Article as 73A:-

New Article 73A

“When a member of the company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account.”

ARTICLE 75 (VOTE OF MEMBERS)

To delete existing Article 75 in its entirety and adopt the following new Article 75:-

Existing Article 75

“No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid”.

New Article 75

“Subject to Article 59, a member of the company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls or other sums presently payable by him due to the company have been paid”.

ARTICLE 77 (VOTE OF MEMBERS)

To delete existing Article 77 in its entirety and adopt the following new Article 77:-

Existing Article 77

“The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the Member is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a
Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.”

**New Article 77**

“The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointee or if the Member is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.”

**ARTICLE 81(c) (DIRECTORS)**

To insert the following new Article 81(c) immediately after Article 81(b).

**New Article 81(c)**

"Unless otherwise determined by the Company in general meeting, at least two (2) directors or one-third of the Board of directors, whichever is higher, shall be Independent Directors. If the number of directors is not 3 or multiple of 3, then the number nearest one-third shall be used for purposes of determining the requisite number of Independent Directors."

**ARTICLE 83 (DIRECTORS)**

To delete existing Articles 83(b), 83(c) and 83(d) in their entirety and adopt the following new Articles 83(b), 83(c) and 83(d):-

**Existing Article 83(b) (c) and (d)**

(b) “Fees payable to non-executive Directors must be a fixed sum and not by way of a commission on or percentage of profits or turnover”.

(c) “Salaries payable to executive Directors must not include a commission on or percentage of turnover”.

(d) “Fees payable to Directors may not be increased except pursuant to a resolution passed in general meeting and unless notice of the proposed increase has been given in the notice convening the meeting”.

**New Article 83(b) (c) and (d)**
(b) “Fees payable to non-executive Directors shall be by a fixed sum and not by a commission on or percentage of profits or turnover”.

c) “Salaries payable to executive Directors may not include a commission on or percentage of turnover”.

d) “Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting”.

**ARTICLE 89 (DIRECTORS)**

To delete the existing Article 89 in its entirety and adopt the following new Article 89:-

Existing Article 89

“Any Director may from time to time, appoint any person who is approved by the majority of the Directors to be an alternate or substitute Director. The appointee while he holds office as an alternate or substitute Director, shall be entitled to notice of meetings of Directors and to attend and vote thereat as a Director”.

New Article 89

“A Director may, appoint a person who is approved by the majority of the Directors to be an alternate or substitute Director. The appointee while he holds office as an alternate or substitute Director, shall be entitled to notice of meetings of Directors and to attend and vote thereat as a Director”.

**ARTICLE 90 (DIRECTORS)**

To delete the existing Article 90 in its entirety and adopt the following new Article 90:-

Existing Article 90

“Each alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall look to such Director solely for his remuneration and shall not be entitled to claim remuneration from the Company”.

New Article 90
“Each alternate Director, whilst acting in the place of the Director whom he represents, shall exercise and discharge all the duties and functions of such Director but shall look to such Director solely for his remuneration and any fee paid by the Company to the alternate shall be deducted from that Director’s remuneration. Subject to the provisions of the Listing Requirements, an alternate Director shall not be appointed as a member of the Audit Committee of the Company”.

**ARTICLE 91A (ALTERNATE DIRECTORS)**

To insert the following new Article 91A immediately after Article 91.

**New Article 91A**

“Where an Alternate Director is himself a Director, he shall have a separate vote on behalf of the Director he is representing in addition to his own vote”.

**ARTICLE 92A (APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS)**

To insert the following new Article under the heading “APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS” as Article 92A:-

**New Article 92A**

“An election of directors shall take place each year”.

**ARTICLE 93 (APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS)**

To delete the existing Article 93 in its entirety and to adopt the following new Article 93:-

**Existing Article 93**

“At the first annual general meeting of the Company all the Directors shall retire from office and at each annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third shall retire from office **PROVIDED ALWAYS** that all Directors, except the Managing Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires”.

**New Article 93**

“At the first Annual General Meeting of the Company all the Directors shall retire from office and at each Annual General Meeting in every subsequent year at least one-third of the
Directors for the time being, shall retire from office PROVIDED ALWAYS that all Directors, shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires. The Directors to retire at such Annual General Meetings (other than the first) shall be the Directors who shall have been longest in office. As between two or more who have been in office an equal length of time the Director to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment when he has previously vacated office.”

ARTICLE 94 (APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS)

To delete the existing Article 94 in its entirety and adopt the following new Article 94:-

Existing Article 94

“No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless any one or more Members intending to propose him has, at least eleven (11) Director clear days before the meeting, left at the office of the Company 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, 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 of directors 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”.

New Article 94

“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 registered office of the Company 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 of directors 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”.

ARTICLE 96 (APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS)

To delete the existing Article 96 in its entirety and to adopt the following new Article 96:-

Existing Article 96
“The Directors may at any time 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 does not at any time exceed the number determined in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and is then, eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting”.

New Article 96

“The Directors may at any time 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 does not at any time exceed the number determined in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting of the Company 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”.

ARTICLE 98 (APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS)

To delete existing Article 98(a)(v) in its entirety and to adopt the following new Article 98(a)(v):

Existing Article 98(a)(v)

“is absent from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three (3) Months, whichever is longer, without permission of the Chairman”.

New Article 98(a)(v)

“is absent from more than 50% of the total board of directors’ meetings held during a financial year save and except in a case where the Exchange has granted a waiver to the director from compliance with this requirement”.

ARTICLE 105 (DELEGATION TO COMMITTEE)

To insert the sentence “in accordance with the regulations or requirements prescribed by the Exchange from time to time” at the end of the existing Article 105. The new Article 105 shall read as follows:-

New Article 105

“The Directors may delegate any of their powers to a committee consisting of such number of members of their body as they think fit; and the committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time
be imposed on them by the Directors in accordance with the regulations or requirements prescribed by the Exchange from time to time.”

ARTICLE 107 (PROCEEDINGS OF DIRECTORS)

To delete existing Article 107 in its entirety and to adopt the following new Article 107:-

Existing Article 107

“The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing 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”.

New Article 107

“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, the remaining 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”.

ARTICLE 109A (PROCEEDINGS OF DIRECTORS)

To insert the following new Article as Article 109A:-

New Article 109A

“(1) For the purpose of Article 99, and subject to the laws for the time being in force in this jurisdiction the contemporaneous linking together by an instantaneous telecommunication device of a number of directors no less than the quorum required by Article 100, whether or not any one or more of the directors is out of Malaysia, is deemed to constitute a meeting of the directors and all provisions of these Articles as to meetings of the directors will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-

(a) all the directors shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted by these Articles;

(b) each of the directors taking part in the meeting by the instantaneous telecommunication device must be able to hear and/or see each of the other directors taking part at the commencement and for the duration of the meeting;
(c) at the commencement of the meeting each director must acknowledge his presence for the purpose of the meeting to all of the other directors taking part.

(2) A director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the chairman of the meeting and a director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting.

(3) Minutes of the proceedings at a general meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the chairman of the meeting.

(5) For the purpose of Article 109A, “instantaneous telecommunication device” means any telecommunication conferencing device with or without visual capacity.”

**ARTICLE 121 (MANAGING DIRECTOR)**

To delete existing Article 121 in its entirety and to adopt the following new Article 121:-

**Existing Article 121**

“The Directors may from time to time appoint a Managing Director of the Company who shall also be a member of the board of directors. Any such appointment shall be for the period not exceeding five (5) years subject to reappointment and on such terms as the Directors think fit. The Directors may vest in such Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. The powers of the Managing Director shall be subject to the control of the board of Directors”.

**New Article 121**

“The Directors may from time to time appoint a Managing Director of the Company who shall also be a member of the board of directors. Any such appointment shall be for the period not exceeding three (3) years subject to reappointment and on such terms as the Directors think fit. The Directors may vest in such Managing Director as may be appointed by them such of the powers hereby vested in the Directors generally as they may think fit. A Managing Director shall be subject to the control of the board of Directors”.

**ARTICLE 123 (MANAGING DIRECTOR)**
To delete existing Article 123 in its entirety and to adopt the following new Article 123:-

**Existing Article 123**

“The Managing Director shall not, while he continue to hold such office be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, but they shall, subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he cease to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director.”

**New Article 123**

“The Managing Director shall subject to provisions of any contract between them and the Company, be subject to the same provisions as to resignation, retirement by rotation and removal as the other Directors of the Company and if he cease to hold the office of Director for any cause shall ipso facto and immediately cease to be a Managing Director.”

**ARTICLE 125 (MANAGEMENT)**

To delete the first “the” in line 1 of the Article 125. The new Article 125 shall read as follows:-

**New Article 125**

“The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality in any part of the world in such manner as they think fit and the provisions contained in the following Article shall be without prejudice to the general powers conferred hereby.”

**ARTICLE 129 (JOINT HOLDERS OF SHARES)**

To delete the existing Article 129.

**Existing Article 129**

“Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:-
(a) The Company shall not be bound to register more than three (3) persons as the holders of any share except in the case of executors or trustees of a deceased shareholder.

(b) The joint holders of a share shall be liable severally as well as jointly in respect of all calls and other payments which ought to be made in respect of such share.

(c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.

(d) Any one of the joint holders may give effectual receipts for any dividend and payment on account of dividend, bonus, return of capital and other money payable in respect of such share.

(e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.”

**New Article 129.**

**Article deleted.**

**ARTICLE 136 (DIVIDENDS)**

To delete existing Article 136 and to adopt the following new Article 136:-

**Existing Article 136**

“Any dividend, interest, or other money 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 holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one or two or more joint holders may give effectual receipts for any dividends, bonuses or other money payable in respect of the shares held by them as joint holders.”

**New Article 136**

“Any dividend, interest, or other money 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 holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.”
**ARTICLE 142 (ACCOUNTS)**

To delete existing Article 142 in its entirety and to adopt the following new Article 142:-

Existing Article 142.

“The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheet and reports as are referred to in that Section PROVIDED always that the interval between the close of a financial year of the Company and the issue of accounts relating to it shall not exceed six (6) Months”.

New Article 142

“The Directors shall from time to time in accordance with Section 169 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheet and reports as are referred to in that Section PROVIDED always that the interval between the close of a financial year of the Company and the issue of the annual audited accounts, the directors’ and auditors’ reports to the Exchange shall not exceed four (4) Months or such period as may be prescribed by the Listing Requirements”.

**ARTICLE 143 (AUDIT)**

To delete the existing Article 143 in its entirety and to adopt the following new Article 143.

Existing Article 143

“Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheets shall be ascertained by one or more auditors and the provisions of the Act in regard to audit and the appointment and qualifications of auditors shall be observed.”

New Article 143

“Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheets shall be ascertained by one or more auditors and the provisions of the Act and the regulations and requirements prescribed by the Exchange in regard to the audit and the powers, rights, duties, appointment and qualifications of auditors shall be observed.”

**ARTICLE 148 (COMMON SEAL)**

To delete existing Article 148 in its entirety and to adopt the following new Article 148:-

Existing Article 148.
“The Company may have a duplicate common seal (which will be known as the share seal) in accordance with Section 101 of the Act which must be a facsimile of the Seal with the addition on its face of the words “Share Seal”.

New Article 148

“The Company may have a duplicate common seal (which will be known as the share seal) in accordance with Section 101 of the Act which must be a facsimile of the Seal with the addition on its face of the words “Share Seal”.

ARTICLE 150(a) (NOTICES)

To insert the following sentence “In the case of overseas securities holders, any notice or other document shall be forwarded by airmail or any speedier form of transmission” at the end of the Article 150(a). The new Article 150(a) shall read as follow:-

New Article 150(a)

“A notice may be given by the Company to any Member either by serving it on him personally or by sending it by post to him at his address as shown in the Register of Members or the Record of Depositors or the address (if any) in Malaysia supplied by him to the Company for the giving of notices to him. In the case of overseas securities holders, any notice or other documents shall be forwarded by airmail or any speedier form of transmission”.

ARTICLE 151 (NOTICES)

To delete existing Article 151.

Existing Article 151

“A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members or the Record of Depositors in respect of the shares.”

New Article 151.

Article deleted.

ARTICLE 153(a) (NOTICES)
To delete the existing Article 153(a) in its entirety and to adopt the following new Article 153(a):

**Existing Article 153(a)**

(a) “Notice of every general meeting shall be given in any Entitled To manner hereinbefore authorised to:-

(i) every Member;
(ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but, for his death or bankruptcy, would be entitled to receive notice of the meeting;
(iii) the auditor for the time being of the Company;
(iv) the Exchange; and”

**New Article 153(a)**

(a) “Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(i) every Member;
(ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but, for his death or bankruptcy, would be entitled to receive notice of the meeting;
(iii) the auditor for the time being of the Company;
(iv) the Exchange; and
(v) Commission”

**ARTICLE 155 (WINDING UP)**

To delete existing Article 155 in its entirety and to adopt the following new Article 155:-

**Existing Article 155**

“On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been ratified by Members in general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered”.

**New Article 155**
“On the voluntary liquidation of the Company, no commission or fee shall be paid to a liquidator unless it shall have been approved by Members in general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered".

ARTICLE 155A (WAIVER)

To insert the following new heading and new Article 155A immediately after Article 155.

WAIVER

New Article 155A

“Where permitted under law, the Company is empowered to apply, as the Directors think fit, to the Exchange to (1) waive or modify the Company’s compliance with any of the Listing Requirements or part thereof and/or (2) vary or revoke any decision(s) made by the Exchange in respect of the Company’s compliance with any of the Listing Requirements or part thereof.”
ARTICLE 157 (ALTERATIONS OF ARTICLES)

To delete the heading “APPROVAL OF EXCHANGE TO ALTERATIONS” and replace it with “ALTERATION OF ARTICLES”.

To delete existing Article 157 in its entirety and to adopt the following new Article 157:-

Existing Article 157

“Subject to the Act and these Articles, the Company must not delete, amend or add to any of these Articles unless the prior written approval of the Exchange has been obtained to the deletion, amendment or addition.”

New Article 157

“These Articles have been drafted in a manner to incorporate the requirements of the relevant governing statutes, regulations and guidelines. Without prejudice to any provisions in the Act or under these Articles pertaining to the amendments of the Articles, in the event the applicable provisions of any relevant governing statutes, regulations and guidelines are from time to time amended, modified or varied, such amendments, modifications or variations shall be deemed inserted herein whereupon these Articles shall be read and construed subject to and in accordance with the amended, modified or varied statutes, regulations and guidelines. The Company shall comply with the provisions of the relevant governing statutes, regulations and/or guidelines as may be amended, modified or varied from time to time and any other applicable directives or requirements imposed by the relevant stock exchange and/or any other regulatory authorities, to the extent required by law, notwithstanding any provisions in these Articles to the contrary.”

ARTICLE 158 (ARTICLES OF SUBSIDIARY COMPANY)

To delete existing Article 158 in its entirety and to adopt the following new Article 158:-

Existing Article 158

“Subject to the Act and the rules of the Exchange, the Articles each subsidiary company of the Company must contain similar provisions as contain in Articles 98(a)(ii), 98(a)(iv), 114 and 121 herein.”

New Article 158

“Subject to the Act and the rules of the Exchange, the Articles each subsidiary company of the Company must contain similar provisions as contained in Articles 98(a)(ii), 98(a)(iv), 98(a)(v), 114 and 121 herein.”
ARTICLE 158A (LISTING OF SUBSIDIARY COMPANY)

To insert the following new heading and new Article 158A immediately after Article 158.

LISTING OF SUBSIDIARY COMPANY

New Article 158A

"Subject to the Act and the Listing Requirements, the Company shall not, unless with the consent of its shareholders in a general meeting, list the Securities of any of its subsidiaries on any stock exchange".

ARTICLE 159 (EFFECT OF THE LISTING REQUIREMENTS)

To insert the following new heading and new Article as Article 159 immediately after Article 158:-

EFFECT OF THE LISTING REQUIREMENTS

(1) “Notwithstanding anything contained in these articles, if the Listing Requirements prohibit an act being done, such act where prohibited by law shall not be done.

(2) Nothing contained in these articles prevents, where permitted by law, an act being done that the Listing Requirements require to be done.

(3) If the Listing Requirements require an act to be done or not to be done, authority (where permitted by law) is given for that act to be done or not to be done (as the case may be).

(4) If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, the Listing Requirements shall, where permitted by law, prevail over these articles.

(5) If the Listing Requirements require these articles not to contain a provision and they contain such a provision, the Listing Requirements shall, where permitted by law, prevail over these articles.

(6) If any provision of these articles is or becomes inconsistent with the Listing Requirements, these articles are deemed where permitted by law, not to contain that provision to the extent of that inconsistency.”
FORM 11
Company Act 1965
Section 154(1)

Company No.
101671-H

NOTICE OF SPECIAL RESOLUTION
PETRONAS GAS BERHAD

To the Registrar of Companies,

At an Annual General Meeting of the members of PETRONAS Gas Berhad duly convened and held at Nirwana Ballroom 1, Lower Lobby, Crowne Plaza Mutia Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on the 26th day of July 2007, the special resolution set out below was duly passed.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the alterations, modifications, additions or deletions to the Articles of Association of the Company contained in Appendix of the Annual Report 2007 be and are hereby approved."

Dated this 15th day of August, 2007

Noryati binti Mohd Noor
(LS 0008877)
Company Secretary

Lodged in the office of the Registrar of Companies by :-
PETRONAS Gas Berhad
Tower 1, PETRONAS Twin Towers
Kuala Lumpur City Centre, 50088 Kuala Lumpur.
Tel: 03 - 2331 2228
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association of the Company ("the existing Articles") are amended by the alterations, modifications, deletion and/or additions, wherever necessary whereby the affected existing Articles are reproduced here with the proposed amendments to the Articles of Association of the Company alongside it:

<table>
<thead>
<tr>
<th>Article No.</th>
<th>EXISTING ARTICLES</th>
<th>PROPOSED ARTICLES*</th>
<th>Rationale(s)</th>
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<tbody>
<tr>
<td>1</td>
<td>Interpretations :</td>
<td>Interpreations :</td>
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<td>WORDS MEANINGS</td>
<td>WORDS MEANINGS</td>
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<td>1(aa)</td>
<td>Rules</td>
<td>Rules</td>
<td>Pursuant to Para 1.01 of the Listing Requirements.</td>
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<td>1(b)</td>
<td>Approved Market Place</td>
<td>a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption)(No. 2) Order 1998</td>
<td>Pursuant to Para 1.01 of the Listing Requirements.</td>
</tr>
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<td>a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) (Exemption)(No. 2) Order 1998.</td>
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<tr>
<td>1(f)</td>
<td>Beneficial Owner</td>
<td>Beneficial Owner</td>
<td>Word is not referred to in the Articles of Association.</td>
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<td>in relation to the Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.</td>
<td>in relation to the Deposited Securities, the ultimate owner of the Deposited Securities who is the person who is entitled to all rights, benefits, powers and privileges and is subject to all liabilities, duties and obligations in respect of, or arising from, the Deposited Securities and does not include a nominee of any description.</td>
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* Additions as in bold and deletions as struck through.
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<thead>
<tr>
<th>Article No.</th>
<th>EXISTING ARTICLES</th>
<th>PROPOSED ARTICLES*</th>
<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>WORDS</td>
<td>MEANINGS</td>
<td>WORDS</td>
</tr>
<tr>
<td>1(g)</td>
<td>Book Closing Date</td>
<td>the specified time and date set by the Company for the purpose of determining persons entitled to dividends, interest, or new securities, or rights to a priority of application of issues of securities or other distributions.</td>
<td>Book Closing Date</td>
</tr>
<tr>
<td>1(v)</td>
<td>Member/ Members</td>
<td>any person/ persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Sdn. Bhd.) including depositors who names appear on the Record of Depositors.</td>
<td>Member/ Members</td>
</tr>
</tbody>
</table>

* Additions as in bold and deletions as struck through.
## APPENDIX

<table>
<thead>
<tr>
<th>Article No.</th>
<th>EXISTING ARTICLES</th>
<th>PROPOSED ARTICLES*</th>
<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>4(b)</td>
<td>Issue of Shares to Directors: No Director shall participate in an issue of shares to employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity.</td>
<td>Issue of Shares to Directors: No Director shall participate in an issue of shares to a share scheme for employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity.</td>
<td>Pursuant to Para 7.04 of the Listing Requirements.</td>
</tr>
<tr>
<td>6(a)</td>
<td>Issue of Preference Shares: Subject to the Act, the provision of these Articles and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions provided that the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time. The company shall not, unless with consent of existing preference shareholders at a class meeting, issued preference shares ranking in priority to the preference shares already issued but may issue preference shares ranking equally therewith.</td>
<td>Issue of Preference Shares: Subject to the Act, the provision of these Articles and the requirements of the Exchange, the Company shall have power to issue preference shares on such terms and conditions and carrying such rights or restrictions provided that the total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time. The Company shall not, unless with consent of existing preference shareholders at a class meeting, issued preference shares ranking in priority to the preference shares already issued but may issue preference shares ranking equally therewith.</td>
<td>Pursuant to the removal of Para 7.06 of the Listing Requirements.</td>
</tr>
<tr>
<td>8</td>
<td>Waiver from Exchange for convening Extraordinary General Meeting for New Issue of Shares: Notwithstanding Article 7 above, the Company may apply to the Exchange to waive the convening of a general meeting to obtain Members’ approval for further issues of shares (other than bonus or rights issues) where: - (a) the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued share capital of Shares of the Company; and (b) there is still in effect a resolution under Section 132D of the Act approving the issuance of shares by the Company.</td>
<td>Waiver from Exchange for convening Extraordinary General Meeting for New Issue of Shares: Notwithstanding Article 7 above, the Company may apply to the Exchange to waive the convening of a general meeting to obtain Members’ approval for further issues of shares (other than bonus or rights issues) where: - (a) the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued share capital of Shares of the Company; and (b) there is still in effect a resolution under Section 132D of the Act approving the issuance of shares by the Company.</td>
<td>Application to the Exchange to waive convening a general meeting for the purpose of issuance of shares is not a requirement in the Listing Requirements.</td>
</tr>
</tbody>
</table>

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<tr>
<th>Article No.</th>
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<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>36(a)</td>
<td>Suspension of Registration: The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by the Exchange. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least twelve (12) market days after the date of announcement to the Exchange or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors.</td>
<td>Suspension of Registration: The registration of transfer may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty (30) days in any year or such number of days as may be prescribed by the Exchange. The Company shall give the Exchange prior written notice and publication in a daily newspaper circulating in Malaysia of the period of the intended suspension or closure and the purposes thereof, which notice shall be at least twelve (12) ten (10) market days after the date of announcement to the Exchange or such number of days as may be prescribed by the Exchange. In relation to the closure, the Company shall give written notice in accordance with the Rules to prepare the appropriate Record of Depositors.</td>
<td>Pursuant to Para 9.19 (1) of the Listing Requirements.</td>
</tr>
<tr>
<td>44A</td>
<td>Transmission of Securities from Foreign Register: (1) Where: a) the securities of a company are listed on an Approved Market Place; and b) such 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 of the Central Depository in respect of such securities,</td>
<td>Transmission of Securities from Foreign Register: (1) Where: a) the securities of the Company are listed on an Approved Market Place another stock exchange; and b) 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 of the Depository in respect of such securities,</td>
<td>Pursuant to Para 7.14 of Listing Requirements.</td>
</tr>
</tbody>
</table>

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<thead>
<tr>
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<th>PROPOSED ARTICLES*</th>
<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>such 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 (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as “the Malaysian Register”) provided that there shall be no change in ownership of such securities.</td>
<td>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 (hereinafter referred to as “the Foreign Register”), to the registrar of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as “the Malaysian Register”) and vice versa provided that there shall be no change in ownership of such securities.</td>
<td>Pursuant to Para 7.14 (1) of the Listing Requirements.</td>
</tr>
<tr>
<td></td>
<td>(2) For the avoidance of doubt, no company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.</td>
<td>(2) For the avoidance of doubt, no company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.</td>
<td>Pursuant to Para 7.14 (1) of the Listing Requirements.</td>
</tr>
<tr>
<td></td>
<td>57</td>
<td>Notice of Meetings :</td>
<td>Notice of Meetings :</td>
</tr>
<tr>
<td></td>
<td>The notices of convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members at least 14 days before the meeting or at least 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 14 days notice or 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 daily press and in writing to each Stock Exchange upon which the company is listed.</td>
<td>The notices of convening meetings shall specify the place, day and hour of the meeting, and shall be given to all Members at least 14 days before the meeting or at least 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 14 days notice or 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 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.</td>
<td>Pursuant to Para 7.17 of the Listing Requirements.</td>
</tr>
</tbody>
</table>

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<tr>
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<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>59(b)</td>
<td>Request to Central Depository For Record of Depositors: The company shall also request the Central Depository in accordance with the Rules, to issue a Record of Depositors, as at a date not less than 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).</td>
<td>Request to Central Depository For Record of Depositors: The Company shall also request the Central 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 3 market days before the general meeting (hereinafter referred to as “the General Meeting Record of Depositors”).</td>
<td>Pursuant to Para 7.18(2) of the Listing Requirements.</td>
</tr>
<tr>
<td>70</td>
<td>Voting Rights of Members: Subject to any rights or restrictions for the time being attaching to any class or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands, every person present who is a Member or a representative of a Member or a proxy shall have one vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share he holds.</td>
<td>Voting Rights of Members: Subject to any rights or restrictions for the time being attaching to any class or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands. A holder of ordinary shares or preference shares who is present as a member or member’s representative or proxy or attorney and entitled to vote shall be entitled to one vote. Every person present who is a Member or a representative of a Member or a proxy shall have one vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each share he holds.</td>
<td>Pursuant to the insertion of new provision Para 7.19A of the Listing Requirements.</td>
</tr>
<tr>
<td>73</td>
<td>Appointment of Proxies: A holder may appoint more than two (2) proxies to attend the same meeting. Where a holder appoints two or more proxies, he shall specify the proportion of his shareholding to be represented by each proxy.</td>
<td>Appointment of Proxies: A holder may appoint not more than two (2) proxies to attend the same meeting. Where a holder appoints two or more proxies, he shall specify the proportion of his shareholding to be represented by each proxy.</td>
<td>The Article is to be amended for practicality.</td>
</tr>
</tbody>
</table>

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<table>
<thead>
<tr>
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<tbody>
<tr>
<td>73A</td>
<td>Where Member is an Authorised Nominee: Where a member of the company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account.</td>
<td>Where Member is an Authorised Nominee: Where a Member of the Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one proxy <strong>but not more than two proxies</strong> in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.</td>
<td>Amendment done to be consistent with the amendment made to Article 73.</td>
</tr>
<tr>
<td>98(a)</td>
<td>Ipso Facto Vacation of Office: The office of a Director shall ipso facto be vacated if the Director: (i) ceases to be a Director by virtue of the Act; (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally; (iii) becomes prohibited from being a director by reason of any order made under the Act; (iv) becomes unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder; (v) is absent from more than 50% of the total board of directors’ meetings held during a financial year save and except in a case where the Exchange has granted a waiver to the director from compliance with this requirement;</td>
<td>Ipso Facto Vacation of Office: The office of a Director shall ipso facto be vacated if the Director: (i) ceases to be a Director by virtue of the Act; (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally <strong>during his term of office</strong>; (iii) becomes prohibited from being a director by reason of any order made under the Act; (iv) becomes unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder <strong>during his term of office</strong>; (v) is absent from more than 50% of the total board of directors’ meetings held during a financial year save and except in a case where the Exchange has granted a waiver to the director from compliance with this requirement;</td>
<td>Pursuant to Para 7.29 of the Listing Requirements.</td>
</tr>
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<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(vi)</td>
<td>is removed by a resolution of the company in general meeting and is the case of an alternate or substitute Director by a resolution of the Director; or (vii) resigns his office by notice in writing to the Company.</td>
<td>(vi) is removed by a resolution of the Company in general meeting and in the case of an alternate or substitute Director by a resolution of the Director; or (vii) resigns his office by notice in writing to the Company.</td>
<td></td>
</tr>
<tr>
<td>153(a)</td>
<td>Persons Entitled to Receive Notice: Notice of every general meeting shall be given in any manner herein before authorized to: (i) every Member; (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but, for his death or bankruptcy, would be entitled to receive notice of the meeting; (iii) the auditor for the time being of the Company; (iv) the Exchange; and (v) Commission.</td>
<td>Persons Entitled to Receive Notice: Notice of every general meeting shall be given in any manner herein before authorized to: (i) every Member; (ii) every person entitled to a share in consequence of the death or bankruptcy of a Member who but, for his death or bankruptcy, would be entitled to receive notice of the meeting; (iii) the auditor for the time being of the Company; and (iv) Commission.</td>
<td>Not a requirement to send a copy of the notice of general meeting to the Securities Commission under the Securities Commission Act 1993, Securities Industry (Central Depositories) Act 1991, Companies Act 1965 and the Listing Requirements.</td>
</tr>
<tr>
<td>158</td>
<td>Articles of Subsidiary Company: Subject to the Act and the rules of the Exchange, the Articles each subsidiary company of the Company must contain similar provisions as contained in Articles 98(a)(ii), 98(a)(iv), 98(a)(v), 114 and 121 herein.</td>
<td>Articles of Subsidiary Company: Subject to the Act and the rules of the Exchange, the Articles each subsidiary company of the Company must contain similar provisions as contained in Articles 98(a)(ii), 98(a)(iv), 98(a)(v), 114 and 121 herein.</td>
<td>Pursuant to removal of Para 7.03 of the Listing Requirements.</td>
</tr>
</tbody>
</table>

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NOTICE OF SPECIAL RESOLUTION

PETRONAS GAS BERHAD

To the Registrar of Companies,

At the Twenty Seventh Annual General Meeting of the members of PETRONAS Gas Berhad duly convened and held at Ballroom 1, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur on Thursday, 22\textsuperscript{nd} day of July, 2010, the special resolution set out below was duly passed:

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

'THAT the existing Article 136 of the Articles of Association of the Company be deleted in its entirety and substituted therefor by the following proposed Article 136:

Existing Article 136
136. Any dividend, interest, or other money 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 holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Proposed Article 136
136. Any dividend, interest, or other money 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 holder or paid via electronic transfer of remittance to the account provided by the holder who is named on the Register of Members and/or Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest or other money payable in cash represented thereby notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented.

Dated this 9 day of August 2010

....................................................
NORYATI MOHD NOOR
(LOS 0008877)
Company Secretary

Lodged by: PETRONAS Gas Berhad
Tower 1, PETRONAS Twin Towers
Kuala Lumpur City Centre,
50088 Kuala Lumpur
Tel: 03-20512228.
NOTICE OF SPECIAL RESOLUTION

PETRONAS GAS BERHAD

To the Registrar of Companies,

At the Twenty-Ninth Annual General Meeting of the members of PETRONAS Gas Berhad duly convened and held at Ballroom 1 & 2, Intercontinental Hotel, 165, Jalan Ampang, 50450 Kuala Lumpur on the 15th day of May, 2012, the special resolution set out below was duly passed:

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT alterations, modifications, additions or deletions to the Articles of Association of the Company contained in the Appendix of the Annual Report for the period ended 31 December 2011 be and are hereby approved.

Dated this 22nd day of May, 2012

Samsudin bin Miskin
Director

Lodged by: PETRONAS Gas Berhad
Tower 1, PETRONAS Twin Towers,
Kuala Lumpur City Centre,
50088 Kuala Lumpur.
Tel: 03-2331 2434
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association of the Company ("the existing Articles") are amended by the alterations, modifications, deletion and/or additions, wherever necessary whereby the affected existing Articles are reproduced here with the Proposed Amendments to the Articles of Association of the Company alongside it:

<table>
<thead>
<tr>
<th>Article No.</th>
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<th>PROPOSED ARTICLES</th>
<th>Rationale(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Definition</td>
<td>Definition</td>
<td></td>
</tr>
<tr>
<td></td>
<td>WORDS MEANINGS</td>
<td>WORDS MEANINGS</td>
<td></td>
</tr>
<tr>
<td></td>
<td>New Provision</td>
<td>Omnibus Account</td>
<td>To define the words &quot;Omnibus Account&quot; appear in the proposed amended Article 73A.</td>
</tr>
<tr>
<td></td>
<td>New Provision</td>
<td>Means one security account with multiple beneficial owners.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Share Issuance Scheme</td>
<td>A scheme involving a new issuance of shares to the employees.</td>
<td>To define the words &quot;Share Issuance Scheme&quot; appear in the proposed amended Article 4(b).</td>
</tr>
</tbody>
</table>

* Additions as in bold and deletions as struck through
<table>
<thead>
<tr>
<th>4(b)</th>
<th><strong>Issues Of Share To Director</strong></th>
<th><strong>Issues Of Share To Director</strong></th>
<th>Pursuant to Para. 7.03 of the Listing Requirements.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No Director shall participate in a share scheme for employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director;</td>
<td>No Director shall participate in a Share Issuance Scheme a share scheme for employees unless shareholders in general meeting have approved of the specific allotment to be made to such Director;</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>57</th>
<th><strong>Notice of Meetings</strong></th>
<th><strong>Notice of Meetings</strong></th>
<th>To be in line with Para. 9.19 (6) of the Listing Requirements.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The notices convening meetings shall specify the place, day and hour of the 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 1 nationally circulated Bahasa Malaysia or English daily press newspaper and in writing to each Stock Exchange upon which the Company is listed.</td>
<td>The notices convening meetings shall specify the place, day and hour of the meeting. The notices must also include the date of the Record of Depositors, as at the latest date which is reasonably practical and in any event shall not be less than three (3) market days before the meeting for the purpose of determining whether a depositor shall be regarded as a Member entitled to attend, speak and vote at the meeting. The notices 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 1 nationally circulated Bahasa Malaysia or English daily press newspaper and in writing to each Stock Exchange upon which the Company is listed.</td>
<td></td>
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</tbody>
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<tr>
<th>73</th>
<th><strong>Appointment of Proxies</strong></th>
<th><strong>Appointment of Proxies</strong></th>
<th><strong>Appointment of Multiple Proxies</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>A holder may appoint not more than two (2) proxies to attend the same meeting. Where a holder appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy.</td>
<td>A holder <strong>member</strong> may appoint not more than two (2) proxies to attend the same meeting. Where a holder appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy.</td>
<td>The word “holder” is to be deleted and replaced with the word “member” to be in line with the definition of “member” in the Articles of Association. Second sentence is deleted as it is a repetition of part of Article 73C below.</td>
</tr>
<tr>
<td>73B</td>
<td><strong>New Provision</strong></td>
<td><strong>Appointment of Multiple Proxies</strong></td>
<td>Pursuant to Para. 7.21 of the Listing Requirements.</td>
</tr>
<tr>
<td></td>
<td>Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the omnibus account, there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.</td>
<td>To reflect Section 149(1)(d) of the Companies Act, 1965, which states that unless otherwise provided in the articles, where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.</td>
<td></td>
</tr>
<tr>
<td>73C</td>
<td><strong>New provision</strong></td>
<td><strong>Appointment of proxies by Member of the Company</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Where a member or the authorized nominee appoints two (2) proxies, or where an exempt authorized nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.</td>
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</tr>
</tbody>
</table>

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<tr>
<th>Execution of Proxies</th>
<th>Execution of Proxies</th>
<th>Pursuant to Para. 7.21A of the Listing Requirements</th>
</tr>
</thead>
<tbody>
<tr>
<td>The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the Member is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.</td>
<td>The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or if the Member is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at a meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.</td>
<td></td>
</tr>
</tbody>
</table>

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Lodged By: PETRONAS GAS BERHAD (Company No.: 101671-H))
Address: TOWER 1, PETRONAS TWIN TOWERS, KUALA LUMPUR CITY CENTRE 50088 KUALA LUMPUR
Tel: 03-2051 2434