

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article No	Existing Articles of Association	Amended Articles of Association
Article 2 - Interpretation	<p>“Central Depository” means <u>Malaysian Central Depositors Sdn Bhd</u></p> <p>“Depositor” means A holder of securities account</p> <p>“Record of Depositors” means A record provided by <u>Central Depository</u> to the Company under Chapter 24.0 of the Rules of the <u>Central Depository</u></p> <p>“Rules” means The Rules of the <u>Central Depository</u></p> <p>The expression “member” means any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the <u>Malaysian Central Depository Nominees Sdn Bhd</u>) including depositors whose names appear on the Record of Depositors.</p>	<p>“Depository” means Bursa Malaysia Depository Sdn Bhd (165570-W)</p> <p>“Depositor” means A holder of securities account established by the Depository</p> <p>“Record of Depositors” means A record provided by Depository to the Company under Chapter 24.0 of the Rules of the Depository</p> <p>“Rules” means The Rules of the Depository</p> <p>The expression “member” means any person/persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Bursa Malaysia Depository Nominees Sdn Bhd) including depositors whose names appear on the Record of Depositors.</p>
Article 4	<p>Any shares in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Act, the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine <u>but the total nominal value of the issued Preference Shares shall not exceed the total nominal value of the issued ordinary shares at any time</u> and the Company shall not issue Preference Shares ranking in priority above Preference Shares already issued, but may issue Preference Shares ranking equally therewith.</p>	<p>Any shares in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Act, the Company may issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine and the Company shall not issue Preference Shares ranking in priority above Preference Shares already issued, but may issue Preference Shares ranking equally therewith.</p>

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Article 5(b)	The holder 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.	Article is deleted in its entirety.
Article 44 (1)	<p>Where:-</p> <p>(a) the securities of the Company <u>is listed on an approved market place</u>; and</p> <p>(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 in respect of such securities,</p> <p>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 <u>Approved Market Place (hereinafter referred to as “the Foreign Register”)</u>, 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.</p>	<p>Where:-</p> <p>(a) the securities of the Company are listed on another stock exchange; and</p> <p>(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 in respect of such securities,</p> <p>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 other stock exchange, to the register of holders maintained by the registrar of the company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.</p>
Article 44 (2)	(2) <u>For the avoidance of doubt, no company which fulfils the requirements of sub-paragraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register.</u>	Article is deleted in its entirety.
Article 54A	New provision.	The Company shall hold all meetings of its members within Malaysia and may hold a meeting of its members within Malaysia at more than one venue using any technology that allows all members a reasonable opportunity to participate.

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Article 56	<p>Any General Meeting at which it is proposed to pass a Special Resolution (save as provided by the Act) a resolution of which special notice has been given to the Company or the Annual General Meeting shall be called by twenty one days' notice in writing at the least and any other General Meeting shall be called by fourteen days' notice in writing at the least given in manner hereinafter mentioned to all members other than such as under the provisions of these presents are not entitled to receive such notices from the Company and further provided that at least fourteen days' notice or twenty one days' notice in the case where any Special Resolution is proposed or where it is the Annual General Meeting of every such meeting shall also be given by advertisement in <u>the</u> daily press and in writing to the Stock Exchange upon which the shares of the Company are listed; further provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if so agreed.</p> <p>(a) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and</p> <p>(b) In the case of an Extraordinary General Meeting, by that number or majority in number of the members having a right to attend and vote thereat as is required by the Act.</p> <p>Provided also that the accidental omission to given notice, to, or the non receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.</p>	<p>Any General Meeting at which it is proposed to pass a Special Resolution (save as provided by the Act) a resolution of which special notice has been given to the Company or the Annual General Meeting shall be called by twenty one days' notice in writing at the least and any other General Meeting shall be called by fourteen days' notice in writing at the least given in manner hereinafter mentioned to all members other than such as under the provisions of these presents are not entitled to receive such notices from the Company and further provided that at least fourteen days' notice or twenty one days' notice in the case where any Special Resolution is proposed or where it is the Annual General Meeting of every such meeting shall also be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily press and in writing to the Stock Exchange upon which the shares of the Company are listed; further provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if so agreed.</p> <p>(a) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and</p> <p>(b) In the case of an Extraordinary General Meeting, by that number or majority in number of the members having a right to attend and vote thereat as is required by the Act.</p> <p>Provided also that the accidental omission to given notice, to, or the non receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.</p>

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<p>Article 56 (cont'd)</p>	<p>(c) The Company shall by written request made in duplicate in the prescribed form, request the <u>Central</u> Depository, in accordance with the Rules, to <u>prepare the</u> Record of Depositors to whom notices of general meeting shall be given by the Company.</p> <p>(d) The Company shall also request the <u>Central</u> Depository in accordance with the Rules, to issue a Record of Depositors as at a <u>date</u> not less than three market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(e) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulation, 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.</p>	<p>(c) The Company shall by written request made in duplicate in the prescribed form, request the Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of general meeting shall be given by the Company.</p> <p>(d) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(e) Subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulation, 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.</p>

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Article 70	<p>Subject to Article 73 and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every <u>member</u> who is present in person or by proxy shall have one vote for every share of which he is the holder. A member may appoint <u>more than</u> one proxy to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>	<p>Subject to Article 73 and to any special rights or restrictions as to voting attached to any class of shares hereinafter issued on a show of hands every holder of ordinary shares or preference shares who is present in person or by proxy shall have one vote for every share of which he is the holder. A member may appoint at least one proxy to attend at the same meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.</p>
Article 83	<p>Subject as hereinafter provided the Directors shall not be less than two nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors. <u>No one other than a natural person shall be a director of the Company.</u></p>	<p>Subject as hereinafter provided the Directors shall not be less than two nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors.</p>
Article 96	<p>The office of a Director shall be vacated in any of the following events, namely:</p> <ul style="list-style-type: none"> (a) If he becomes prohibited by law from acting as a Director; (b) If he resigns by writing under his hand left at the office; (c) If he has a receiving order made against him or compound with his creditors generally; 	<p>The office of a Director shall be vacated in any of the following events, namely:</p> <ul style="list-style-type: none"> (a) If he becomes prohibited by law from acting as a Director; (b) If he resigns by writing under his hand left at the office; (c) If he has a receiving order made against him or compound with his creditors generally during his term of office;

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<p>Article 96 (cont'd)</p>	<p>(d) If he becomes of unsound mind;</p> <p>(e) If he be absent from meetings of the Directors for six times without leave, and the Directors resolve that his office be vacated;</p> <p>(f) If he be removed by the Company in General Meeting pursuant to Article 101 of this presents;</p> <p>(g) If he is absent from more than fifty per cent of the total board of Directors' meetings held during a financial year.</p> <p>(h) New Provision</p>	<p>(d) If he becomes of unsound mind or bankrupt during his term of office;</p> <p>(e) If he be absent from meetings of the Directors for six times without leave, and the Directors resolve that his office be vacated;</p> <p>(f) If he be removed by the Company in General Meeting pursuant to Article 101 of this presents;</p> <p>(g) If he is absent from more than fifty per cent of the total board of Directors' meetings held during a financial year. However, if he is appointed after the commencement of a financial year, then only the board meetings held after his appointment will be taken into account.</p> <p>(h) If he is convicted by a court of law, whether in Malaysia or elsewhere, in relation to the offences set out in the Listing Requirements of Bursa Malaysia Securities Berhad.</p>
<p>Article 107</p>	<p>Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted) <u>nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting</u> but this Article shall not apply to:</p>	<p>Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is directly or indirectly interested (and if he shall do so his vote shall not be counted) but shall be counted only to make the quorum at the board meeting, and shall not participate in any discussion while the contract or proposed contract is being considered at the board meeting, but this Article shall not apply to:</p>

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<p>Article 107 <i>(cont'd)</i></p>	<p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; or</p> <p>(d) any arrangement for the benefit of the employees of the company or of any of its subsidiaries under which the Director benefits in a similar manner as the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom such arrangement relates.</p> <p>By ordinary Resolution of the Company any particular contract, arrangement or transaction, carried out in contravention of this Article may be ratified; provided that the director or directors interested in such contract, arrangement or transaction shall be disqualified from voting on the resolution.</p>	<p>(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or</p> <p>(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p> <p>(c) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; or</p> <p>(d) any arrangement for the benefit of the employees of the company or of any of its subsidiaries under which the Director benefits in a similar manner as the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom such arrangement relates.</p> <p>By ordinary Resolution of the Company any particular contract, arrangement or transaction, carried out in contravention of this Article may be ratified; provided that the director or directors interested in such contract, arrangement or transaction shall be disqualified from voting on the resolution.</p>

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Article 148	<p>A printed copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto together with a copy of every report of the Auditors relating thereto and of the Directors' report) shall not less than twenty-one days before the date of the meeting be sent to the Stock Exchange (with such number of copies that are required) and every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents; provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.</p>	<p>A printed copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto together with a copy of every report of the Auditors relating thereto and of the Directors' report) or in CD-ROM form or in such other form of electronic media shall not less than twenty-one days before the date of the meeting be sent to the Stock Exchange (with such number of copies that are required) and every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents; provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. In the event that these documents are sent in CD-ROM form or in such other form of electronic media and a member requires a printed form of such documents, the Company shall send such documents to the member within 4 Market Days from the date of receipt of the member's request.</p>

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no facts, the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION

To the best knowledge of the Company, LPI and its subsidiaries are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors of the Company have no knowledge of any proceeding pending or threatened against the Company and its subsidiaries or any facts likely to give rise to any proceeding which might materially affect the position and business of the Company and its subsidiaries.

3. MATERIAL CONTRACTS

Neither LPI nor any of its subsidiaries have entered into any contracts which are or may be material within the two (2) years preceding the date of this Circular, other than contracts entered into in the ordinary course of business.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at LPI's Registered Office at 6th Floor, Bangunan Public Bank, 6 Jalan Sultan Sulaiman, 50000 Kuala Lumpur, during normal office hours (except for public holidays) from the date of this Circular up to the date of the forthcoming AGM:

- (i) Memorandum and Articles of Association of LPI; and
- (ii) Audited accounts of LPI and its subsidiaries for the past two (2) financial years ended 31 December 2007.