

THE COMPANIES LAW, CAP. 113

PRIVATE COMPANY LIMITED
BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

VTRON VENTURE CORP LTD


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as seen and verified by me

06 MAR 2025

THE COMPANIES LAW (CAP. 113)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
VTRON VENTURE CORP LTD

1. The name of the company (hereinafter called "the Company") is:

VTRON VENTURE CORP LTD

2. The registered office of the Company will be situated in Cyprus.

3. The objects for which the Company is established are:

- (1) (a) To counsel and advise, and offer any and all professional and consulting services and the administration of all kind of companies and business of economic or technical activities such as trading of technical activities and trading business or harbors or airports or hospitals or marinas or ships or real estate or industrial and generally any business, even if not specifically mentioned herein.
 - (b) To keep or buy or rent offices or buildings or stores ore machinery or vehicles and to employ employees or lawyers or accountants or consultants in Cyprus or any other country for the achievement of the above objects of the company, even if not specifically mentioned herein and for all the objects mentioned herein below.
 - (c) The provision of professional and consulting services to startups and matters of organizations and management. The provision of professional services in the matters of business funding and financing from European, National and International funding and financing programmes.
- (2) (a) To negotiate, buy, sell, administer, store, import, export, re-export, advertise, transport of any kind of goods, products, materials, supplies or of any other objects of every kind.
- (b) To carry on the activities and business of movers, transporters, storekeepers, loaders, contractors, forwarding agents, for the transportation of goods or loads of any kind, and of every related trade or commercial act, work or activity.
- (c) To carry on the activities and business of consultants in relation to any matter or any branch of any enterprise or industry.
- (3) To carry on either alone or jointly with others anywhere in the world the business of engineers and consultants in all their fields and branches including (without prejudice to the generality of the above), civil engineers, town planners, water engineers, sanitary engineers, mechanical engineers, structural engineers, electrical engineers, chemical engineers, power engineers and marine engineers, mining engineers, petroleum engineers, land surveyors, transportation engineers,

agricultural engineers, hydrogeologists and geologists and geological engineers or materials testing engineers, land developers, quantity surveyors, architects, contractors, sub-contractors, industrialists, designers, planners, directors and project managers, builders, painters, carpenters, fitters, decorators, and, to prepare feasibility, technical, economic, sociological, industrial, agricultural and other studies and to manage and execute any contracts, design, construct, supervise construction, set up, maintain, repair, or manage any kind of structures, buildings, plants, installations, machineries, work complexes or projects of any nature whatsoever or any subsidiary units systems or facilities (including, without prejudice to the generality of the above) roads, bridges, schools and universities, hospitals, housing, office, commercial and industrial complexes, tourist installations and facilities, harbours and airports and to provide any services, advice or know-how for any kind of work.

- (4) To carry on either alone or jointly with others anywhere in the world the activities and business of architectural designers of buildings of any kind, of exterior and interior designers and to this end to undertake designing, building, commercial and other work, and to buy, lease and hold mobile and real property, necessary for these activities and also to carry on any other activity necessary for the achievement of this aim, as well as the activity and business of consultants, managers, analysts, controllers, examiners, researchers, technical or other advisers, promoters, financial analysts, cost analysts, valuers, supervisors, inspectors, auditors, accountants, statisticians, economists, (including the undertaking and making of feasibility studies), brokers or agents, advertisers in relation to any kind of industry, commerce, business or undertaking of every kind and nature either in the public or the private sector and to advise on the means and methods of promoting and executing any project whatsoever, including the acquisition, sale, letting or availability of any kind of "know-how" and the business of a company engaging in acquiring and making available capital, services and goods.
- (5) To carry on either alone or jointly with others anywhere in the world (and whether in a "free zone area", bonded area or elsewhere), the business of manufacturers, processors, dealers, providers, storers, removers, packers, wholesalers, retailers, importers, exporters, suppliers, distributors, buyers, sellers, resellers of any kind of goods, materials, merchandises or things of any nature, as well as the business of merchants in general, carriers by any means of transportation, travel or insurance agents, agents on commission or otherwise, customs clearance agents, charterers, estate agents and agents in general and to carry on either alone or jointly with others anywhere in the world the business of general and specialized consultants and managers.
- (6) To carry on either alone or jointly with others in any part of the world the activity and business of buying, letting, or sub-letting and to acquire by grant, to cede or in exchange or otherwise to acquire or hold, to sell, dispose in any way whatsoever, to develop and use any real estate by constructing on it any building or edifice, or by dividing it into building plots or by using it for all kinds of agricultural cultivation and plantation or dividing it into other spaces, including roads, children's grounds, gardens, parking places and other projects and places.
- (7) To carry on alone or jointly with others in any part of the world the activity and business of construction, building, maintenance, decoration, operation, management and administration either of real estate property belonging to the company or to others, or housing, apartments, offices, apartment blocks, hotels, tourist installations and accommodation, shops, workshops, aqueducts, roads, buildings or other projects of any description, and to trade in, sell by hire purchase, lease, let, cede, mortgage, and to furnish, license or in any way whatsoever to dispose of all or any part thereof and to exercise any work of land division, construction and building contractors, engineers, architects, general sponsor of any kind of building activity.
- (8) To buy, exchange, rent, administer, charter, manufacture or otherwise acquire, possess or equip airplanes, helicopters and aircraft of any kind, and to use them for the transportation, through regular or emergency time-tables, of passengers, goods and products of any kind, post, and generally of every kind of objects and for the supply of every kind of services as well as to acquire postal subsidies, and to charter, mortgage or otherwise to trade, sell or get rid of such airplanes, helicopters and aircraft.
 - (a) To carry on any work related to air transport and the use and exploitation of airplanes, helicopters and aircraft of every kind, including, but not exhaustively, the acquisition and

use of landing and take off facilities, with all the relative installations and stores, the operation or renting of café-restaurants and bars as well as the operation of land transport of every kind and of other businesses, the upkeep or renting of offices and shops of every kind, the cooperation with air companies, travel agents, transporters of every kind and hoteliers as well as to get insured with any company or person against any loss, damage, danger or responsibility of any kind which might influence the Company, the property, its products or the persons or objects being transported by the Company and its transport means.

- (b) To carry on in any part of the world, works or businesses which are under or are related with the tourist sector generally or the sector of entertainment or of free time, as well as all or any business or work of buyers, sellers, proprietors, possessors, tenants, administrators, directors or exploiters of any kind of immovable property, tourist or other building blocks, flats or lodgings of any kind, hotels, motels, restaurants, cafes, taverns, refreshment rooms, grounds or recreation grounds, leisure or sport grounds, clubs, shops or reading rooms, as well as works or travel agencies or tour agents, car rental offices or car deposit agencies, tourist lodgings or ticket offices for artistic or other performances, agents or brokers of any kind on commission or otherwise, customs, clearance agents, insurers or insurance agents, real estate agents and merchants generally, of any goods or services (either in "free zones" bonded areas or elsewhere).
 - (c) To carry on the work or business of general or special transporters and transit passengers, post and goods of any kind, through any means of transport either by land, sea, water course or air and to buy or otherwise acquire, take, possess, charter, use, cede with rent or hire-purchase, mortgage, pawn, burden, exchange, sell or otherwise get rid of or dispose, grant rights, use, exploit by any means, trade, manufacture, repair, equip and maintain any kind of means of transport or transit, including, without influencing the generality of the above, aircraft, helicopters, yacht, boats and ships of any kind or description.
 - (d) To carry on the work of tourist agents, tour organizers, hoteliers, representatives and operators of tourist agencies and organizations and to carry on any business related to tourism. To act as travel and ticketing agents for land, sea and air transportation, facility providers for travelling and land, sea and air transportation, representatives of travel agencies and organizations and to carry on, indeed, any business related to travelling and transportation.
- (9) To bareboat charter ships of any kind and to proceed with their registration in any shipping register and according to any relative law and to buy, exchange, rent, administer, charter, build or otherwise acquire, possess or equip ships or sailing boats of every kind, with or without equipment, machinery, furniture and their fittings, or shares or interests on such ships or sailing boats, as well as shares or other documents of holding companies of such ships or sailing boats and to use them for the transportation of passengers, troops, goods and of products of every kind, including animals, petrol or other liquids, guns for war and armaments, and generally of objects of every kind between any ports or places, in Cyprus or elsewhere, and to acquire postal subsidies, and maintain, repair, improve, modify, let, mortgage or otherwise trade, sell or get rid of such ships, sailing boats, shares or documents.
- (a) To carry on the work of ship owners, transporters by land or sea, administrators, retailers and shipping agents and shipping companies, ship surveyors, storekeepers, contractors, boat owners, tug owners, steam –launches and of other boats, forwarding agents, agents of every kind, loaders and unloaders, ship-brokers, freight brokers, ship owners, wharfingers, manufacturers, and ice traders, owners and storekeepers of refrigerators and refrigeration storerooms and to insure with any company or person against any loss, damage, danger or responsibility of any kind which might influence the Company its property, its products or the persons or kinds transported by it or by its transport means, and to carry out the work of representative of insurance companies for any kind of insurance work including shipping insurance.
 - (b) To borrow money for any purpose together and/or separately with others, to give guarantees and safeguards for the responsibilities and obligations of others and generally without limit, in

any possible manner and by any method or means to grant financial, commercial or other assistance, support or aid of any kind to others, given that for the reasons of the present paragraph the words "other" and "others" will be taken to mean and will include only any or any other ship owning, ship administering or other companies which belong to the same group of companies as the Company or are controlled by the same as the share Company or possess by ownership a ship being administered or being exploited by the same administrators or exploiting it as a ship of the Company.

- (10) To carry on, either alone or jointly with others, business of any nature and description in advertising, public relations and sales promotion and generally any trade and related activity whatsoever, and to acquire and make available opportunities and means of advertising and public relations and to carry out the work of publisher, owner of magazines and newspapers, publisher of commercial, literature or other catalogues, press agent, bookseller, book –binder, designer and printer.
- (11) To carry on either alone or jointly with others anywhere in the world the business of purchasing or otherwise acquiring letters patents, licences, brevets d'invention, trade marks, copyrights, inventions, licences and privileges, secret processes and know-how, designs and drawings, formulas, technology and data reports, computer software and know-how, technical know-how and expertise, subject to royalty on an exclusive or limited basis or any part interest therein, either alone or in common with others in any part of the world and to sell, let, license or sub-license or grant any patent rights, brevets d'invention, concessions, licences, inventions, rights or privileges, secret processes and know-how, trade marks, copyrights, designs and drawings, formulas, technology and data reports, computer software and methods specially related to these, and technical know-how and expertise, which belonged to the Company, or on which the Company may acquire an interest in whole or in part.
- (12) To carry on either alone or jointly with others anywhere in the world (whether in a "free zone", bonded area or elsewhere) the business of commerce, general trade business and works, imports, exports, buying, selling, exchanging or in any other way trading of goods, industrial products or minerals and in particulars of computers, computer parts, computer systems, accounting and calculating machines, cash machines, computer software necessary for the computers, electronic systems, supplies of machinery and ideas, university supplies, all kind of electronic devices, and any accessories or part thereof any other items connected with the aforesaid and in general of any products of any kind and denomination, either on a cash basis, or on credit, or on hire-purchase or against any other consideration and to carry on the business of commission agents, of agents or brokers in any kind of trading transaction in general.
- (13) To carry on either alone or jointly with others anywhere in the world the business of manufacturers of machinery and equipment in general, of computers, accounting and calculating machines, electronic equipment, machines and university supplies and of components and software necessary for their operations and to carry on the business of transport of such machinery and equipment either by itself or through agents or as agent for others.
- (14) To undertake and carry on either alone or jointly with others anywhere in the world, the office or offices and duties of, and act as, trustee, administration of trusts, custodian trustee, executor, administrator, liquidator, manager, treasurer, receiver, attorney, consultant, agent or nominee of, or for, any natural person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic corporate or non-corporate, and generally to undertake, execute, perform and discharge any trusts or trust agency or investment business, and any office of confidence or discretion, and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto, any income, capital or annuity whether periodically or otherwise, or, whether in money or specie.
- (15) To acquire (by initial registration or otherwise), possess, negotiate, liquefy, develop, administer, manage, buy, sell, exchange, mortgage, encumber, hire, distribute, get rid of or cede any right whatsoever or interest in or on or relating to any movable or immovable property of any nature whatsoever, including (without prejudice to the generality of the above) shares, scrips, securities, bonds, promissory notes, treasury bills, mortgages, liabilities, sureties, stocks, tenders and contingent, reversionary or other interests or rights in any title or in relation to it.

- (16) To undertake and exercise either alone or jointly with others anywhere in the world the function of consultant auditors, accountants, the office or the offices and duties of director, manager, secretary, treasurer, consultant, agent or representative of or with any company whatsoever, natural person, legal person, association, scheme, trust foundation, government, state, municipal or other political whether legal or not body or person and to hire and secure the services of professionals, clerks, manual workers and other personnel and workers, and to conclude agreements with such personnel and with the workers, with the aim of making their services available to any person, firm, association or company and to provide or secure the provision by others of the entire and any service whatsoever, need, necessity or requirement of any nature, pertaining to the business field requested by any person, firm, association or company, which is related to any business or activity exercised by them.
- (17) To advise or render either alone or jointly with others anywhere in the world, any services to any Government, Authority, private or other business whatsoever, on any matters relating to any branch or field of their activities, including (without prejudice to the generality of the above), management, efficiency, policy, organization, reconstruction, development, expansion, personnel, production, marketing, costing, business methods, and systems and to advise upon, direct or manage the accounts of the accounting system of any such businesses and services relating to any kind of feasibility studies, personnel, executive selection, planning, production cost, sales, marketing, methods, and systems, re-construction, mergers, expansions, overhead controls, computers and data processing procedures.
- (18) In the event of an equality of votes in any voting either at the General Meetings or at the Board of Directors, the resolution on which there was such equality of votes shall be referred for examination and decision to a single arbitrator, who shall be the legal adviser of the Company for the time being, whose decision shall be final and binding, as if it were a resolution duly passed by the majority at the General Meeting or at the meeting of the Board of Directors, as the case may be.
- (19) The reference to arbitration shall be made as soon as the equality of votes is established, (unless otherwise decided in the meantime by the majority) and the provisions of the Arbitration Law, Cap. 4 for the time being in force shall be applicable. In the event that the Company's legal adviser is a partnership of lawyers or more persons than one, the Arbitrator shall be selected either by the said partnership or by the majority of the said persons, (as the case may be) and the Arbitrator must be a practicing lawyer.
- (20) To carry on either alone or jointly with others anywhere in the world the business of contractors, sub-contractors, builders engineers, designers, surveyors, tenderers, constructors, maintainers, repairers, managers of any kind of buildings, premises, structures, plants, projects, machinery, roads, harbours, ditches, pipelines or works of any nature independently of their volume or value, as well as the business of shipping agents and brokers, shippers, charterers, owners, suppliers of managers of ships, dredgers, earth removers, suppliers of electric or other power, civil engineers, architects, owners or managers of stores, fitters, furnishers, decorators, assemblers of ready made or other constructions, and to acquire, sell, let or make available any kind of 'know-how'.
- (21) To carry on either alone or jointly with others anywhere in the world (and whether in a 'free zone area', bonded area or elsewhere), the business of manufacturers, processors, dealers, storers, warehousemen, removers, packers, wholesalers, retailers, importers, exporters, suppliers, distributors, consignees, buyers, sellers, resellers of any kind of goods, materials, merchandises or things of any nature, as well as the business of merchants in general, carriers by any means of transportation, travel or insurance agents, agents on commission or otherwise, forwarding agents, charterers, estate agents and agents in general.
- (22) To carry on either alone or jointly with others anywhere in the world, any business, work, operation or activity whatsoever relating to connected with or involving stocks, share bonds, commodities of all kinds real estate in general developing, buying, selling and financing real estate and other businesses, sinking of wells, pumping, diving, surveying, mineral or gas exploration, extraction or exploitation, installation or building of any structures and in connection with or in relation to the above, to act as contractors, sub-contractors, suppliers of power, designers,

surveyors, managers, tenderers, agents, consultants, advisers, insurers, engineers, machinists, financiers, ship-chandlers, transporters and brokers of insurance, stocks, shares and all other goods and products.

- (23) To carry on either alone or jointly with others in any part of the world (and whether in a “free zone area,” bonded area or elsewhere) the work or business of merchants of goods of any nature on an international basis and mainly products of crude oil and by-products, chemical, petrochemical products, gaslight, other mass liquid fuels, fertilizers and all kinds of coal, cement, scrap metal, and also the work or business of industrialists, processors, traders, wholesalers, retailers, importers, exporters, distributors, buyers, sellers of any kind of goods, materials, merchandise or things of any nature whatsoever, as well as the work or business of general merchants, transporters by any means, travel and insurance agents or representatives, brokers by commission or otherwise, customs clearance agents, real estate agents and of agents and representatives in general, and to conclude agreements on processing and production methods of crude oil through refining and also exchange agreements for products with buyers and sellers of goods of any nature.
- (24) To carry on alone or jointly with others anywhere in the world any business, work, project or activity of any nature (and whether on land or sea, either on the service or below or on the bed of the sea), related to, concerning or involving drilling in general, opening of wells, pumping, diving, surveys, surveying, exploration, collection or exploitation of petroleum ore or gas, installations or constructions for any structures and to act as contractors, sub-contractors, energy supplier, draftsmen, land surveyors, administrators, tenderers, insurers, engineers, machinists, electricians, ship-owners, charterers, ship-chandlers and suppliers by hire or other drilling installations or any floating or semi-floating constructions of any nature and kind, and to carry on either alone or jointly with others anywhere in the world the work or business of consultants, auditors, examiners, managers, researchers, analysts of any or regarding any industries, activities or businesses of any nature and kind either in the private or the public sector, and also the work and business of a company dealing in finding, acquiring, hiring, supply and availability of services, machinery, components, installations and goods.
- (25) To carry on, either alone or in common with others in any part of the world, the business of producers, refiners, storers, suppliers and distributors of petroleum and petroleum products in all its branches as well as the business of engineers to offshore or onshore drilling exploration and production rigs, platforms, oil pipeline systems either on land or in the sea, and ancillary equipment and vessels used for the purpose of engaging in the exploration and production of hydrocarbons or oil or minerals in general and the business of supplying of provisions, equipment and spare parts to such structures, rigs, platforms, pipelines and ancillary equipment and vessels and to provide specialized engineering services, including welding for the construction, hook-up and maintenance of production platforms, semi-submersibles barges and supply ships and to provide testing and quality control to oil drilling exploration and production rigs, platforms or similar structures, either offshore and maintenance of such structures, refineries, petrochemical and chemical plants and to carry on any other business related thereto.
- (26) To carry on either alone or in common with others the business as manufacturers repairers or dealers in machines and machinery in general, machine parts, tools and equipment, moulds, presses, implements, scientific instruments and apparatuses of any nature, nails, screws, boilers, motor car engines, motor cars, motor lorries, trucks, and other vehicles, car bodies, sea and air crafts, accessories, spare parts, engineering equipment and suppliers, ironmongery, hardware, household appliances and equipment, wireless, plastics goods and in general metal products of every description, and trade with same either as principals or agents, commission agents or brokers, and to carry on the business of leasing and renting of any properties, machinery, crafts and in general of objects of any nature.
- (27) To carry on either alone or jointly with others anywhere in the world the business of leasing, buying, selling, letting on hire, hire purchase, or easy payment system of manufacturing and contractors of and dealers of machinery, plant and equipment of all kinds, as well as dealers in household or office furniture and domestic or business appliances, installation fittings, machinery, motor-cars, taxi-cabs, automobiles, tramcars, charrs-a-bancs, motor lorries and wagons, and motor-vehicles of all kinds and descriptions, cycles, bicycles, coaches, carriages, and all other vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity,

or any mechanical or other power or device, agricultural implements and machinery of all sorts, airships, airplanes, balloons, and all other machines, vehicles or devices now or hereafter used for traveling by air, and all motors, machinery, mechanical and other parts, tools, plant, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the above-mentioned vehicles or any parts thereof, pianos, furniture, wireless and television receivers, telephone or other apparatus, and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.

- (28) To carry on either alone or jointly with others anywhere in the world the business of providing services including consultancy in telecommunications and systems engineering, training of engineers and technicians, and other personnel, assisting governments in the preparation of invitations for tender, preparing new telecommunications systems, supervising the engineering design, preparing test plans and procedures and supervising, installing and testing of telecommunication systems, of merchants of telecommunication equipment, tools and machinery, of contractors and manufacturers of Telecommunication installations, Telecommunication towers, masts and antennas, contractors, sub-contractors, builders, engineers, designers, surveyors, tenderers, contractors, maintainers, repairers, managers of any kind of buildings, premises, structures, plant, projects, machinery, roads, ditches, harbours, pipelines or works of any nature independently of their volume or value and to acquire, sell, let or make available any kind of 'know-how' and engineering services.
- (29) To carry on either alone or jointly with others anywhere in the world the business of consultants, managers, financial advisors, analysts, controllers, examiners, researches of or in relation to any kind of real estate or industry or business of any nature either in the private or in the public sector, as well as the business of financiers, trustees, investment company and a company engaging, acquiring and making available services and goods, including (without prejudice to the generality of the above) the promotion or setting up of companies and the subscription of shares therein, the buying and selling of securities and the raising and disposal of funds.
- (30) To carry on either alone or jointly with others anywhere in the world representation, distribution, import, sales, services, operations, leasing, installation, manufacturing, training, research and development, public relations, investment and financial services in the communications, computer products fields and high technology products, the development, promotion and sale of products and services, the rendering of information regarding the communications and computer products fields, the provision of liaison activities for affiliated companies with industry groups, government entities and other communications organizations, the participation in other companies whether commercial or civil, as partner, shareholder or quota holder, and the rendering of any other services which may be complementary to those indicated hereinafter.
- (31) To carry on either alone or jointly with others anywhere in the world activities of business consultants and of management consultants to industrial and commercial or any other enterprises in general, and to advise on methods of development and improving of such enterprises in the fields of technology, industry and commerce, as well as on matters of personnel and administration, introduction of systems or processes of production, storage, distribution, marketing of products and systems of sales and sales promotion and to undertake research on all above mentioned matters and to carry on special studies on such matters and to undertake the establishment of high technology products, computers and computer systems to this effect and to provide the necessary expertise software or other necessary materials to this purpose.
- (32) To carry on the activity and business of an investment company and those of an investment trust company and to acquire either by initial subscription upon flotation or by contract or buying or in exchange or otherwise and either in the name of the Company or in the name of any other nominee and to possess, use, encumber, exchange, withhold, to sell or otherwise to get rid of in any way, under any terms, any shares, stock, debentures and debenture stock, government bonds, promissory notes, liabilities, titles and securities of any nature, which are issued or guaranteed by any government, sovereign state, natural or legal entity, partnership, public body or authority supreme, subsidiary, municipal, local or other, situated anywhere and whether all these are paid in whole or not and under any terms it would seem proper and to acquire, hold, use, sell or otherwise to get rid of or to encumber, under any terms it would seem proper, the whole or part of any interest in any activity or business, any letters patent, licences, designs, trade marks, intellectual

property rights, secret processes, licences, brevets d'invention, rights and privileges which are liable to annual royalties or otherwise and whether all these are exclusive or not on a limited basis or otherwise.

- (33) To carry on either alone or jointly with others anywhere in the world the business and the activities of Consultants and Experts on information Management, the administration, organization and manning of enterprises with personnel of any nature, degree and description, and on conditions of employment and discharge of personnel, and generally on consultancy on information management and working matters, to industrial units, trading and other enterprises, including governments, state authorities, semi-government and other organizations, to act as representative or director or to undertake the completion or responsibility or the exercise of powers and control over such matters and to advise or act in any way for the finding, engagement, employment, transfer, discharge or training of scientific, clerical, technical and manual personnel of every nature and description, or skill or specialty, to undertake or contract in the finding, engagement, employment or training of such personnel, to organize and carry out seminars, or educational activities for specialization or refreshment of knowledge, and to carry on research, studies, surveys on all matters connected with personnel, organization or training and to promote generally good employment relations.
- (34) To carry on, either alone or jointly with others in any part of the world (and whether in a "free zone area," bonded area or elsewhere) the activity and business of car hire and other vehicles, petrol stations, importers, exporters, merchants, distributors, charterers, repairers, cleaners and storers of lorries, motorcycles and any kind of vehicle, automobile or other and of all the machinery, tools, components, supplies, radios, spare parts, utensils, devices, fertilizers, solutions, varnishes and paints, as well as of any objects or things related to the manufacture, sale, maintenance, trading and distribution of such vehicles, and also the activity of establishing and managing either by the company itself or jointly with others, petrol deposits and stations and services, warehouses, garages, showrooms, offices and agencies or representative offices in various parts of Cyprus and to become involved in any activity directly or indirectly related to the trading in cars and their spare parts.
- (35) To carry on either alone or jointly with others in any part of the world consultancy work relating to computers and also consultancy work for computer software and to plan and prepare computer software or on any related issue for industrial, commercial or any other enterprises generally and to undertake the conduct of research and special studies on all the above subjects and to undertake and promote the establishment of specialized businesses in any part of the world and to promote upon these the establishment of companies, partnerships, branches and generally the conduct of business in any form.
- (36) To study, design and execute computer research for technical, military, government, commercial, scientific, financial applications and any other, to carry out research for the manufacture of original computer research systems, to make purchases of computer systems on behalf of other companies or organizations, to apply educational programmes relating to the science of computer research, to manage and set up computer research departments in other companies or organizations, to carry out financial studies in assessing the value of existing computer research systems, and to carry on the activities of any nature relating to computer research systems.
- (37) To carry on the activities of consignees, agents, brokers for commercial firms of any nature and for imports, exports, purchases, sales, exchanges of goods, industrial products, machinery, agricultural products, minerals, specially for computers, computer software and generally of products of any nature and kind, as well as to carry out seminars, lectures, meetings, conferences and educational classes and also any auxiliary activities related to these.
- (38) To undertake and to continue the function and offices and the rights and obligations and to act and carry on activities and business as auditors, accountants, Board Directors, secretaries or treasurers, liquidators, executors, administrators, official receivers, lawyers, nominal beneficiaries, trustees, foremen, caretakers, in all the sectors and fields and in relation to any person, body with a legal or non-legal personality or otherwise and whether governmental, municipal, private, public or otherwise.

- (39) To carry on the activities or business of directors, managers, analysts, administrators, supervisors, examiners, researchers, advertisers, printers, publishers, promoters, statisticians, evaluators, assessors, tenderers, economists, merchants, general transporters, representatives and delegates, in all the sectors and fields, as well as the activities and business or enterprises of a company dealing in locating, acquiring, trading and making available in any way services of know-how, goods and resources.
- (40) To carry on the activities or business of a holding company, and also to acquire by contract, purchase, exchange, grant, initial public offer or otherwise and whether in the name of the Company or in the name of a nominal holder and to possess, use, administer, mortgage, encumber, modify, sell or get rid of in any other way, under any terms, any movable or immovable property, or any rights therein, including (without prejudice to the generality of the above) any shares, group of shares, bonds, securities, promissory notes, liabilities and stocks of any nature, which have been issued or guaranteed by any government, sovereign authority, natural or legal person (whether with a legal personality or not), public body or authority, supreme, subsidiary, municipal, local or other, wherever situated and whether fully paid up or not under any terms deemed appropriate.
- (41) To carry on the activities or business of secretary, director, attorney, managing director, administrative director, shareholder, receiver or agent of any company, enterprise, public or private organization, of every agency or other authority or rule or private person and generally of every natural or legal person.
- (42) To carry on the activities or business of agents and advisors in relation to any kind of management, administration, control, organization, regulation of companies, business, firms or persons and to conduct the work and activity of a services providing company, or a company providing the services of arbitrators, or providing or participating or assisting in the provision of consultancy, managerial, administrative or other services on any subjects and in providing assistance to the handling and resolution of problems, disputes and claims between companies, organizations, persons or enterprises of any kind.
- (43) (a) To acquire and hold shares in Companies or in other legal entities as nominee shareholder, and trustee, and generally to offer and provide work of an organizational or administrative kind or provide advice, to carry on the activity and business of trustee company and generally to carry out the business of consultants and advisors.
- (b) To carry on the activities and business of a holding company and to acquire and hold shares or other securities or titles of ownership in companies or other legal entities of any kind.
- (44) To carry on the activity and business of consultants on subjects relating to the administration, organization of industries and enterprises, the training of industrial personnel and that of enterprises, the development and investment of capital, reserve stocks, shares, money, and to offer advice in relation to the means and methods for further development and improvement of any kind of business and/or industries and in relation to all systems and/or procedures connected with the production, storage, distribution, advertisement and sale of goods and/or insurance and/or movable or immovable property and/or related objects connected with the supply of services.
- (45) (a) To carry on the activities and business of builders and contractors, road constructors, engineers, architects, civil engineers, electricians, furniture manufacturers, decorators, plumbers, loaders, store-keepers and generally of contractors of every type of building road activity, general constructions and electrical, and mechanical or mechanical engineering activities
- (b) To carry on every type of industry, handicraft or business.
- (46) To carry on the activities and business of hoteliers, tourist agents, brokers, owners, administrators, directors of hotels and tourist units, complexes, places or lodgings and generally to carry on every related activity or business in every branch of the hotel and tourist industry.

- (47) To promote and participate in the development and extension of tourism and to establish and function tourist and travel agencies and information offices for the supplying of information and ticket issuing offices and generally to promote, organise and participate in excursions for tourists, visitors and of any other persons.
- (48) To buy, import, own, hold, use, exploit, sell, lease or let on hire purchase terms or otherwise, exchange, export, administer, maintain and dispose of machinery, machines, installations, vehicles, vehicles for public transport or self drive vehicles, equipment, tools, apparatus, devices, supplies or other things.
- (49) To acquire by purchase, gift, exchange or otherwise, possess and register in the name of the Company, to develop, exchange, assign, lease, let on hire purchase terms, sub-lease, administer, exploit, charge, mortgage, sell or otherwise dispose of, movable or immovable property of any nature including land, building sites, plots, fields, buildings, as well as any easements, privileges, licences shares or other rights or interests in, or over movable or immovable property.
- (50)
 - (a) To construct, improve, convert, extend, equip, furnish, administer, operate, manage, buildings, structures or other installations, works, places or other establishments and generally to develop, improve or manage property, belonging to or are in the possession, control or management of the Company.
 - (b) To establish, erect, acquire, possess, supply, administer, manage, let, let on hire purchase terms, maintain or exploit, factories, workshops, metal workshops, shops, offices, approved or in transit warehouses or other buildings, places or premises.
- (51)
 - (a) To carry on investment business and for that purpose to acquire and register in the Company's name for its own account or on behalf of others by way of gift, purchase, loan or otherwise, shares, stock, debentures, debenture stock, bonds, money, or other securities of any nature issued or guaranteed by any company, government, or other authority and to exercise all the powers and rights conferred by or arising out of holding or ownership of any of them and to sell, substitute, mortgage, pledge or otherwise dispose, invest and exploit same.
 - (b) To carry on investment business and/or provide investment services exclusively on its own behalf and/or exclusively to its mother or subsidiary business or subsidiary business or to a subsidiary of its mother company and for that purpose to acquire and register in the company's name for its own account or on behalf of others as above specified, by way of gift, purchase, loan or otherwise, shares, stock, debentures, debenture stock, bonds, money, or other securities of any nature issued or guaranteed by any company, government or other authority and to exercise all the powers and rights conferred by or arising out of holding or ownership of any of them and to sell, substitute, mortgage, pledge or otherwise dispose, invest and exploit same including its own shares.
 - (c) To receive money on deposit, with or without allowance of interest thereon.
 - (d) To advance and lend money upon such security as may be thought proper, or without any guarantee or security thereof.
 - (e) To acquire by subscription, purchase or otherwise, and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other company, society or undertaking whatsoever.
 - (f) To lend and advance money or give credit to any person, firm or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts of obligations by any person, firm or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or company; and otherwise to assist any person or company as may be thought fit.
- (52) To finance, lend or advance credit or other financial assistance, or to provide assistance or services

for the securing of finance, lending or provision of credit or other assistance, to persons associated or dealing with the Company or to any other persons.

- (53) To provide guarantees and grant letters of indemnity in relation to obligations or contracts and/or loans of any persons, companies, firms or other organizations subsidiary or otherwise affiliated with the Company or dealing with or are customers of the Company or any other third natural or legal persons, firms or enterprises.
- (54) The power to mortgage and charge its property and give guarantees, to pledge or charge all or any part of the assets and movable or immovable property of the company for the purpose of securing the obligations of any third person, company or organization.
- (55) To redeem or otherwise acquire the whole or any part of the business, assets and liabilities of any company, organization, firm or person whose objects coincide in whole or in part with the objects of the Company or any of them and to carry on, receive or liquidate any such undertaking.
- (56) To establish, acquire, manage and carry on or assist, participate or undertake directly or indirectly in the establishment, acquisition, management or carry on any occupation, act or business of any nature and to carry out any trade, work or business which may be profitably carried out by the Company in relation to, in conjunction with, or as ancillary to any other objects or activities or of the general business of the Company.
- (57) To pay monies or other things for the acquisition, of any rights or property and to grant reward to any person and either in cash or by the issue of shares or other securities of the Company credited as fully or partly paid or otherwise.
- (58) To invest monies available by the Company and for that purpose to acquire, maintain, substitute, and deal with shares, debentures or other securities, bill of exchange or other interests or rights in movable or immovable property.
- (59) To pay subscriptions or contributions of charitable, benevolent or other useful purposes of a public nature, the support of which may in the opinion of the Company contribute to the enhancement of the goodwill of the Company or its relations with its employees, customers or the public in general.
- (60)
 - (a) To contract, secure or grant, loans, or other financial, economic or credit facilities or obligations (either of the company or of another physical or legal person) with or without security in such way as the Company may consider fit and to mortgage, pledge or charge its undertaking or any part thereof, assets, movable and immovable property, present or future, wherever situate, including the unissued capital of the Company or any part thereof, to secure any loan or loans or facilities or obligations (either of the company or of another physical or legal person) and to issue bonds, promissory notes, charges, debentures, bills of exchange, securities, floating charges or debentures payable at such time and in such manner as the Company shall decide or order to achieve the above purposes.
 - (b) To borrow, raise money or secure obligations (whether of the company or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debentures stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as may be thought fit.
 - (c) Upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares debentures or other securities of the company, or by the granting of options to take the same, or in any other manner allowed by law.
 - (d) To issue, or guarantee the issue of or the payment of interest on, the shares, debentures,

debentures stock, or other securities or obligations of any company or association, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.

- (61) (a) To accept mortgages, bonds, debentures, charges or other securities or facilities and to assign, transfer, amend, substitute or release same to secure the obligations either of the company or of any other physical or legal person.
- (b) The supply of any type of security or indemnity in any way towards any physical or legal person and to the benefit of any physical or legal person and the security of any guaranteed amount with the granting of the same charges and /or securities as it would have been for a conclusion of a loan from the company and the provision and receipt of counter-guarantees and cross-guarantees.
- (62) To sign, execute, endorse, transfer, redeem, negotiate and discount promissory notes, bonds, bills, bills of lading and other negotiable or transferable documents, instruments or titles or other mercantile documents and generally to perform any other similar transactions.
- (63) To establish, promote or participate in the establishment of any company and to acquire by subscription, purchase or otherwise accept, take, hold, substitute, sell or otherwise dispose of, shares, stocks, monies, debentures or other securities or interests in any Company, entity or enterprise.
- (64) (a) To issue and allot fully or partly paid shares in the capital of the Company for the payment of any movable or immovable property purchased or otherwise acquired by the Company or for any services rendered to the Company and to pay in any other way for any property or service thus acquired or rendered to the Company.
- (b) To issue and allot fully or partly paid shares in the capital of the company or issue debentures or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company and to remunerate in cash or otherwise any person, firm or company rendering services to this company or grant donations to such persons.
- (65) To enter into any agreements contract and do any act with any State, Governmental, Municipal Commune or other Authority, body or Organization or with any person as in the circumstances may be considered necessary or conducive to the attainment of the objects of the Company.
- (66) To file applications and commence procedures and to take out, purchase or otherwise acquire, lease, substitute, register and use any right to patents, trade marks, licenses, business names, copyrights, concessions, easements, legal powers, rights or privileges and to sell, lease or give by way of gift, assign or otherwise secure or grant licenses for the use thereof.
- (67) To amalgamate or enter into partnership, participate in profits, join in any way, joint venture financial arrangement or cooperation with any natural or legal person having business either in Cyprus or abroad and carry on or engage in any business, work, activity or act which the Company may carry on or which may in the opinion of the directors be carried on in conjunction with the business of the Company or in a way serving directly or indirectly the objects of the Company.
- (68) (a) To distribute in specie among the members any property of the Company or the proceeds of sale or disposition generally of any such property on condition that if such distribution would result in reduction of Capital this shall be done as may be provided by the Law from time to time.
- (b) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the company, or any part or parts thereof, for any consideration which the company may see fit to accept.
- (c) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale

made to it by this company or debt owing from any such company.

- (d) To distribute in specie or otherwise as may be resolved for the time being any assets of the company among its members and particularly the shares, debentures or other securities of any other company belonging to this Company or which this company may have the power of disposing.
 - (e) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other company, firm or person, or by or through any factors, trustees, sub-contractors or agents.
- (69) To undertake or carry on the business or any of the business of trustee, consultants, managers, agents, examiners, researchers as well as of a company of any nature and kind and of a company engaging, acquiring and making available services products and merchandise of any nature, kind and category and to enter into, adopt, put into effect, and take over or continue any agreement or business or work reached or carried on prior to the incorporation of the Company as the Company may decide and to enter into any contract for any of the objects of the Company.
 - (70) To pay all charges expenses and costs relating to the promotion and formation of the Company or which the Company shall consider to be in the nature of preliminary expenses, including study fees, consultancy fees, printing stationery and other related expenses.
 - (71) To establish, participate, finance and maintain or contribute to the establishment and maintenance of any Pension, Provident Fund or other benefits with or without contributions or for the welfare or assistance of any persons which are or at any time have been in the employment of the Company or in any other company which is subsidiary, associated or in any other way connected to the Company or persons who have been Directors or officers of the Company or of any subsidiary or associated company as above, or the spouses, widows, widowers, families or the dependants of any such persons and to pay or otherwise contribute to the granting to such persons of donations, bonuses, pensions, grants, contributions or other assistance.
 - (72) To register or recognize in any other country and to comply with any terms or conditions enabling the Company to carry on business and to establish in any such country offices, branches or agencies in order to achieve the objects of the Company.
 - (73) To carry out any of the above activities, business, acts or works in any place in the World and either by the Company acting in its name and for its own account or as agent, broker, contractor, trustee or otherwise and either alone or in conjunction with others and either directly or through agents, subcontractors, nominees or otherwise.
 - (74) To adopt, acknowledge, ratify and perform any contract, act or transaction entered into or made for account or on behalf of the Company before incorporation with or without modifications as the Directors may think fit.
 - (75) To undertake and carry out any other business, act or activity which in the opinion of the Board of Directors may be carried out usefully, incidentally or in parallel with any other object and business of the Company or which may enhance directly or indirectly the value, usefulness or productivity of any of the business, work, assets or rights of the Company.
 - (76) Generally to do all such other things as may appear to the Company to be useful, incidental or conducive to the attainment directly or indirectly of the above objects or any of them.
 - (77) To do any act which is conducive to or necessary for the achievement of the above or of any of the above objects severally.

Provided that:

- (a) It is hereby expressly declared that each sub-clause of clause 3 of the Companies Law (Cap. 113), of above shall be construed independently of any other sub-clause thereof and that none of the objects mentioned in any of the above sub-clauses shall be deemed to be merely subsidiary to the objects mentioned in any of the other above sub-clauses.
- (b) Notwithstanding anything in this Memorandum of Association provided, no amendments of the present clause which defines the objects of the Company shall take place without the prior approval of the proper Governmental authorities.

And it is hereby declared that in interpreting this paragraph the powers conferred on the Company by any sub-paragraph hereof shall not be limited or restricted in any way by reference to any other sub-paragraphs or the name of the Company and each sub-paragraph shall be interpreted independently as if each one of them contained the main objectives of the Company.

And it is further declared that where in this paragraph the word "COMPANY" does not refer to this Company shall be deemed to include any company or body corporate with limited liability or not or other legal person whether it resides in Cyprus or abroad and whether it has been incorporated under the Laws of Cyprus or any other State. And the word "person" (unless the context expressly otherwise requires) shall be deemed to include a legal person.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is EUR 1,000 (One Thousand Euros) divided into 1,000 ordinary shares of Euro 1 each with power of the Company to increase or reduce same and with power to issue any of the shares in the capital, initial, or increased, with or subject to any preferential, special, defined, restrictive or dilatory rights or terms as to dividend, repayment of capital, voting rights, surplus assets, or other rights or terms.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Description of Subscribers	Number of shares taken By Each Subscriber
1. _____/signature/_____ TAN LEK ANN PRIVATE SECTOR NATIONALITY: MALAYSIA PASSPORT NUMBER (MALAYSIA): A61409711 DATE OF BIRTH: 05/10/1983 NO 3 JALAN ADDA 5/22 TAMAN ADDA HEIGHTS, 81100, JOHOR BAHRU, JOHOR, MALAYSIA	1000 SHARES

This has been signed on the day of2024.

Witness to the above signatures

(Sgn.)/signature/.....
Elena Chrysanthou
Lawyer – Legal Consultant
Metochiou 9, 1101, Nicosia, Cyprus

Εμείς τα υπογεγραμμένα πρόσωπα, που τα ονόματα και οι διευθύνσεις μας φαίνονται πιο κάτω, επιθυμούμε να συστήσουμε Εταιρεία σύμφωνα με το παρόν Ιδρυτικό Έγγραφο και συμφωνούμε να πάρουμε αντίστοιχα στο κεφάλαιο της Εταιρείας τον αριθμό των μετοχών που σημειώνεται απέναντι από τα ονόματα μας.

**Ονόματα, Διευθύνσεις και
Περιγραφές Των Υπογραφέων**

**Αριθμός Μετοχών
Που Έλαβε ο Κάθε Υπογραφέας**

1.

TAN LEK ANN
ΙΔ. ΥΠΑΛΛΗΛΟΣ
ΧΩΡΑ ΥΠΗΚΟΟΤ. ΜΑΛΑΙΣΙΑ
ΑΡΙΘΜΟΣ ΔΙΑΒΑΤΗΡΙΟΥ (ΜΑΛΑΙΣΙΑ): A61409711
ΗΜΕΡ. ΓΕΝΝΗΣΕΩΣ: 05/10/1983
NO3 JALAN ADDA 5/22,
TAMAN ADDA HEIGHTS,
81100, JOHOR BAHRU, JOHOR, ΜΑΛΑΙΣΙΑ

1000
ΜΕΤΟΧΕΣ

Υπεγράφη την ημέρα του μηνόςτου 2024.

Μάρτυρας των πιο πάνω υπογραφών:

(Υπ.)

Έλενα Χρυσάνθου

Δικηγόρος - Νομικός Σύμβουλος

Μετοχίου 9, 1101, Λευκωσία, Κύπρος

THE COMPANIES LAW (CAP. 113)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VTRON VENTURE CORP LTD

PRELIMINARY AND DEFINITIONS

1. The Company is a private company and accordingly:
 - (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) the number of members of the Company (excluding persons in the employment of the company and persons who having been formerly in the employment of the Company were, while in such employment and have continued after the termination of such employment, to be members of the Company) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) The Company shall not have power to issue share warrants to bearer.
2.
 - (a) Subject to the following regulations, the regulations contained in Part I of Table A of the First Schedule of the Companies Law Cap 113 (hereinafter called Table "A") with the exception of regulations 24, 25, 53, 60, 62, 75, 79, 82, 89 to 94, 98, 99, 106 and 113, shall apply to the Company but in case of change or inconsistency or doubt between Table A and these regulations the present regulations shall prevail.
 - (b)
 - (1) the Company maybe incorporated and/or operate as a private company limited by shares with one member. In such a case the regulations contained In part I of Table A of the First Schedule of the Companies Law Cap 113, with the exception of regulations 24, 25, 53, 60, 62, 75, 79, 82, 89 to 94, 98, 99, 111 (a), 112, 106 and 113, shall apply to the Company but in case of change or inconsistency or doubt between these regulations and Table A, (with the exception of regulations 24, 53, 111 (a) and 112) the present regulations shall prevail.
 - (2) When the Company has a sole member, part 3 of Table A in the first Schedule of the Companies Law, Cap. 113 shall apply.
 - (a) the sole member of the Company exercises all the powers of the general assembly according to the Law, provided always the decisions to be taken by the

sole member in general meetings shall be recorded in minutes or drafted in writing.

- (c) the agreements that are concluded between the sole member and the Company, are recorded in minutes or drafted in writing unless they relate to the day to day activities of the company which are concluded under normal circumstances.
- (3) (a) In Regulation 1 of Table A between the words “regulations” and “the Law” the words “and in any articles amending or adopting the same” shall be inserted.
- (d) Unless from the text is evidenced differently, words, or phrases which are contained in these regulations will have the same meaning as that of the Law or of any of its amendments when these Articles of Association become binding for the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. The Company may from time to time by special resolution increase its share capital by such amount to be divided in shares of such value and to be issued to such persons and under such terms as the resolution may prescribe.
- 5. The unissued shares in the initial or increased capital of the Company shall, subject to any special resolution of the Company, first be offered to the members in proportion as nearly as possible to the nominal value of the shares held by them. Any such offer shall be opened for acceptance for a period of not less than 6 weeks from the dispatch thereof. Any shares not accepted within the said period shall be at the disposal of the Directors who may allot, offer or otherwise dispose of them to such persons at such times and on such terms as they may think proper.
- 6. (a) Subject to the regulations of these Articles, the shares shall be at the disposal of the Directors who shall have power to issue, allot, distribute or in general dispose of them to any persons at any time with or subject to any preferential, special, defined or deferred rights or terms as to dividends, repayment of capital, voting rights, participation in surplus assets or such other terms and conditions as they may deem appropriate.
- (b) Subject to the provision of section 112 of the Law and of these Articles, the Company may if so wish, by a decision of the board of Directors and if this is communicated to it in writing, to acknowledge the existence of a trust in any share, even if this trust cannot be recorded in the register of Members. This acknowledgement by the Company is becoming known with a letter to the trustees and is irrevocable, once the trust continues to be in existence and irrespective of the fact that the trustees or part of them have been replaced.
- (c) The company recognises the subscription and possession of shares by nominee shareholders on behalf of beneficiaries who (the nominees) will hold the shares in trust for the beneficiaries. The nominees will be entitled to exercise on behalf of the beneficiaries all the rights afforded by these regulations to members.

PURCHASE OF SHARES

- 7. Subject to the provisions of the Law, the Company may purchase or in any other way acquire its own shares either directly or through a person who acts on its own name but on behalf of the Company.

LIEN

8. In Regulation 11 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.
9. No member shall charge any share by way of pledge or security as security for any loan, debt or obligation without the former consent in writing of the Directors and the Directors shall refuse to register or recognize any such lien or security given in contravention of this Regulation. Any pledge or security given in contravention of this Regulation shall be deemed void as against the Company.

CALL ON SHARES

10. In regulation 15 of Table A the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER OF SHARES

11. The Directors may in their absolute discretion and without assigning any reason, decline to register a transfer of any share whether fully paid or not to a person which they do not approve and may also decline to register a transfer of share on which the Company has a lien or a transfer the registration of which would cause the number of members to exceed the number permitted under Regulation 1.
12. Regulations 22 and 23 of Table A shall be read and applied subject to the provisions of Regulation 13 of these Articles.
13.
 - (1) For the purposes of this Regulation where a person is entitled to be registered as the holder of any share in the Company he and not the registered holder of such share shall be deemed to be a member of the Company in respect of that share.
 - (2) Subject as hereinafter provided no share shall be transferred to a person who is not a Member unless and until the rights of preemption hereinafter conferred shall have been exhausted.
 - (3) Every member who desires to transfer any share or shares (hereinafter called the 'vendor') shall give to the Company notice in writing of such desire (hereinafter called 'transfer notice'). The transfer notice must state the amount considered by the vendor as reasonable price, and such transfer notice shall constitute the Company as the vendor's agent for the sale of the shares to any members of the Company (hereinafter called the 'buying members') at the price fixed as aforesaid or if the buyers so elect, at the reasonable price fixed by the Company's auditor (hereinafter called the "Auditor") under sub-paragraph (7) below. A transfer notice cannot be revoked except with the previous permit of the Directors.
 - (4) As soon as the price of the shares offered for sale is fixed, as provided in this Regulation, the Company shall have the obligation to give a written notice about it to all members which shall state the number and price of the shares offered for sale. This notice must also include an invitation by the Company to all its members to state in writing, within twenty eight days from such notice, whether they wish to buy any of the shares offered for sale and in case of an affirmative answer, the maximum number of shares they wish to buy.
 - (5) Upon expiration of the aforesaid time limit of twenty eight days, the Company shall distribute the shares offered for sale to the members who have expressed their wish to buy them in accordance with the above provisions and in case such members are more than one, shall distribute the said shares as far as possible to the proportion of the shares that such members already hold. No member shall be obliged to buy more shares than the number he had specified.
 - (6) After the distribution of the shares by the Company as aforesaid, the Company shall have the obligation to notify this to the vendor. Upon such notification and upon payment of the reasonable

price determined under paragraph (3) or (7) of this Regulation, the vendor shall be obliged to transfer the shares to the buyers.

- (7) In case of dispute between the vendor and the buying members or any of them, as to the reasonable price of any share, the Auditor shall, upon request submitted by any of the interested parties, certify in writing the amount which in his opinion represents the reasonable price and such amount shall be considered as the reasonable price of the shares. The Auditor in exercising the above power shall be considered to be acting as an expert and not as arbitrator and consequently the provisions of the Arbitration Law Cap. 4 shall not apply.
 - (8) In case the vendor omits to transfer the shares which he is obliged to transfer under the above provisions, the Company shall proceed to collect the consideration for the shares and shall register in the Register of Members the names of the buying members as beneficial holders. The consideration received as above shall be held by the Company as Trustee for the vendor and a receipt by the Company of the consideration shall constitute a discharge of the buying members from the obligation to pay same. And upon the entry of their names on the Register of Members under this Regulation no dispute can be entertained as to the validity of this procedure by any person.
 - (9) In case where the sale of all the shares offered for sale is not achieved in the manner above provided, the vendor shall be at liberty at any time within the period of 3 months after the expiration of the said period of twenty eight days, and subject to Regulation 11, to sell and transfer any of the indisposed shares to any person and at any price.
14. The restrictions contained in Regulation 13 shall not apply, but subject nevertheless to the other provisions of these Regulations, to a transfer of shares:
- (a) approved by a unanimous resolution of the Directors or special resolution of the Company;
 - (b) by a member to its spouse or a descendant or brother; or
 - (c) by a member to a company substantially controlled by it or in the case a member being a corporate body to its holding or subsidiary company.
15. Subject to the provisions of these Articles no transfer shall be registered except upon delivery of a valid instrument of transfer in the common form or a form prescribed by the Directors signed by both the Transferor and the Transferee or their authorized agents and any other evidence as the Directors may require to show the right of the transferor to make the transfer.
16. In Regulation 29 of Table A, between the words "personal representatives" and "of the deceased" there shall be inserted the words "or, in the absence of such personal representatives, the heirs".

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless there is a quorum when the meeting proceeds to business. Save as otherwise provided in these Articles any members present in person or by proxy and holding more than half of the shares issued for the time being shall constitute a quorum. Subject to the provisions of the Law, resolutions and questions arising at a General Meeting shall be decided by a majority of votes.
18. In Regulation 58 of Table A the words "at least three members" in sub-paragraph (b) shall be substituted by the words "any member" and sub-paragraphs (c) and (d) shall be deleted.
19. Subject to any rights or restrictions for the time being attached to any share or class of shares every member present in person or by proxy shall have on a show of hands one vote and on a secret poll every such member shall have one vote for each share of which he is the holder.
20. Subject to the provisions of the Law a resolution in writing duly signed by or on behalf of all the members of the Company entitled at all material times to receive notice of and attend and vote at General Meetings,

or by their duly authorized representatives, shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

DIRECTORS

21. Unless and until otherwise determined by the Company in General Meetings the number of directors shall not be more than ten.
22. The first Directors of the Company shall be appointed by the subscribers of the Memorandum of Association or the majority thereof and it shall not be necessary to convene a General Meeting for that purpose.

BORROWING POWERS BY DIRECTORS

23. The Directors may enter into and conclude loan agreements without any limit as to the amount borrowed or secure other credit or financial facilities and mortgage or charge all or any part of all the undertaking and property of the Company, present and future, including its unissued capital or any part thereof and issue debentures, floating debentures, mortgage debentures, fixed charges, bonds, promissory notes or other securities payable to a bearer or otherwise and whether permanent or redeemable and either outright or as security for any loan, debt, liability or obligation of the Company or any third person. Such debentures, floating debentures, mortgage debentures, fixed charges, debentures stock, promissory notes, bonds or other securities may be issued at a discount, at a premium or otherwise and with such powers as to redemption, surrender, issue of shares or otherwise as the Directors may think fit or proper.

POWERS AND DUTIES OF DIRECTORS

24. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply in the Company. Any Director or any company or partnership of which a Director is shareholder, partner or director, may enter into any contract with the Company as if he was not a Director and have any benefit or profit accrued to him through such contract. A Director may vote on any matter relating to such contract or any other arrangement notwithstanding that he may have an interest therein as well as on any matter relating to his appointment in office or post in the Company on reward or on the settlement of the terms of such appointment and he may participate in the quorum at any Meeting of the Board of Directors before which such matter shall be discussed.
25. Any Director who on the request of the Company or the Board of Directors offers any special or extra ordinary services or acts in his professional capacity for the Company or travels or resides at any place other than his usual residence for the purpose of performing his duties may be paid such additional fees or remuneration as the Directors may decide.
26. The Directors may grant retirement pensions, annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment in the Company or indirectly as an officer or employee of any subsidiary of the Company, notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may provide for rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DISQUALIFICATION AND ROTATION OF DIRECTORS

27. In Regulation 88 of Table A sub-paragraphs (a) and (f) shall be omitted.
28. In Regulation 95 of Table A the words "but shall not be taken into account in determining the directors who are to retire by rotation at such meeting" shall be deleted.

MEETINGS OF DIRECTORS

29. The Directors may convene for business, to adjourn and generally to regulate their meetings as they may deem fit. Matters arising at any meeting may be decided unilaterally by each Director. Any Director may,

and the Secretary shall at the request of any Director, summon a meeting of the Directors. Notice of the meeting shall be served to all Directors or their Alternatives.

30. The quorum necessary for the transaction of business of the Directors shall be 1 (one) Director.
31. The meetings of the Directors may be convened and held either in Cyprus or abroad and at such place and time as the Directors may decide.
32. A resolution in writing signed or approved by letter, telegram, cablegram, telex or facsimile or other similar means by one or more of the Directors or their Alternatives shall be as valid and effective as if same had been approved at a meeting of the Directors duly convened and held and when signed it may consist of several documents each one signed by one or more of the persons aforesaid.

ALTERNATE DIRECTORS

33. (1) Each Director shall have power from time to time to nominate any other Director or any other person to act as his Alternate and at his discretion to remove such Alternate Director. The appointment or removal of an Alternate Director shall be made by letter, cable, telex or facsimile to the Company.
- (2) An Alternate Director shall be subject in all respects to the terms existing with reference to Directors (except as regards power to appoint an alternate and remuneration) and he shall be entitled, to receive notices of the Directors' meetings and to attend, speak and vote thereat. An Alternate Director shall be entitled to a separate vote for each Director for whom he acts independently and in addition to his own vote if he is himself a Director.
- (3) The appointment of an Alternate Director shall automatically come to an end in case the Director who appointed him shall for any reason cease to be a Director for whatever reason.
- (4) A Director shall not be liable for the acts or defaults of any Alternate appointed by him.

MANAGING DIRECTOR

34. The appointment of a Managing Director shall require the written consent of the majority of the shareholders and, without prejudice to any right to treat such termination as a breach of any agreement entered into, shall be deemed to be rightly terminated if for any reason he ceases to be a Director or in case the Company by ordinary resolution decides that such appointment be terminated.
35. The directors may from time to time entrust and assign to the managing director any of their powers upon such terms, conditions or restrictions as they may think fit or necessary to enforce or impose and from time to time to revoke or vary such authorities.
36. The Directors may from time to time appoint a person as Manager and confer, entrust and assign to him any of their powers upon such terms, conditions or restrictions as they may think fit or necessary to enforce or impose and from time to time to revoke or vary such authorities.

SECRETARY

37. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
A person who is: -
 - (a) the only one director of the Company or
 - (b) a legal person of which its sole director is the sole director of the Company or
 - (c) the sole director of a legal person which is the sole director of the Company will not be appointed as secretary.

The providence of the paragraph 37 (a) won't be effected in case of one member Company.

38. The directors have power to appoint at any time and from time to time any person as Assistant Secretary or as Alternate Secretary.
39. A provision of the Law or these Articles requiring or authorising a thing to be done by or in relation to a director and the secretary shall not be deemed to have been satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary. The present regulation will not be effected in case of one member Company.

SEAL

40. (a) The seal of the company shall only be used by the authority of the Directors and on any document to which the seal shall be affixed shall be signed by one Director or Alternate Director or the Secretary or by some other person appointed by the Directors. The seal of the company may be used as provided above by the above persons in Cyprus or abroad.
- (b) The company may have official seal in addition to the above seal which will be as provided in article 36 (1) of the Law and may be used for the purposes mentioned therein.

NOTICES

41. In Regulation 134 paragraph (a) is deleted and substituted by the following "(a) all the members".
42. Any notice or any document may be served by the Company to any member either personally or by post to him to the address shown in the Register of Members or any other address given by him for such purpose. Notices may be served to any member by post, telex or facsimile, telegram or any other similar means to a number indicated by the member and in such case service shall be deemed to have been effected at the time of dispatch. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a registered letter containing the notice and to have been effected, in the case of a notice of meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the date on which delivery takes place in the ordinary course of things by the Postal Authorities.

INDEMNITY

43. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about the execution of his duties including liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the Court and no Director or officer of the Company shall be liable for any loss, damage or misfortune which may occur to or be incurred by the Company in the execution of his duties or in relation thereto.

Names, Addresses and Description of Subscribers

1. _____/signature/_____
TAN LEK ANN
PRIVATE SECTOR
NATIONALITY: MALAYSIA
PASSPORT NUMBER (MALAYSIA): A61409711
DATE OF BIRTH: 05/10/1983
NO 3 JALAN ADDA 5/22
TAMAN ADDA HEIGHTS,
81100, JOHOR BAHRU, JOHOR, MALAYSIA

This has been signed on the day of2024.

Witness to the above signatures

(Sgn.)/signature/.....

Elena Chrysanthou
Lawyer – Legal Consultant
Metochiou 9, 1101, Nicosia, Cyprus

I confirm that this Memorandum and Articles
of Association have been drafted by myself.

(Sgn.)/signature/.....

Elena Chrysanthou
Lawyer – Legal Consultant
Metochiou 9, 1101, Nicosia, Cyprus

Ονόματα, Διευθύνσεις Και Περιγραφή Των Υπογραφέων

1.

TAN LEE ANN
ΙΔ. ΥΠΑΛΛΗΛΟΣ
ΧΩΡΑ ΥΠΗΚΟΟΤ: ΜΑΛΑΙΣΙΑ
ΑΡΙΘΜΟΣ ΔΙΑΒΑΤΗΡΙΟΥ (ΜΑΛΑΙΣΙΑ): A61409711
ΗΜΕΡ. ΓΕΝΝΗΣΕΩΣ: 05/10/1983
NO3 JALAN ADDA 5/22,
TAMAN ADDA HEIGHTS,
81100, JOHOR BAHRU, JOHOR, ΜΑΛΑΙΣΙΑ

Υπεγράφη την ημέρα του μηνός του 2024.

Μάρτυρας των πιο πάνω υπογραφών:

(Υπ.)

Έλενα Χρυσάνθου

Δικηγόρος - Νομικός Σύμβουλος

Μετοχίου 9, 1101, Λευκωσία, Κύπρος

Βεβαιώ ότι το πιο πάνω Ιδρυτικό Έγγραφο και
Καταστατικό της Εταιρείας συντάχθηκαν από
εμένα

(Υπ.)

Έλενα Χρυσάνθου

Δικηγόρος - Νομικός Σύμβουλος

Μετοχίου 9, 1101, Λευκωσία, Κύπρος