

# **IDEAL JACOBS**

M A L A Y S I A

## **IDEAL JACOBS (MALAYSIA) CORPORATION BHD**

(Company No. 857363-U)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Ideal Jacobs (Malaysia) Corporation Bhd ("IJACOBS" or "Company") will be held at Tulip Room, 1st Floor, Intercontinental Hotel, 165 Jalan Ampang, 50450 Kuala Lumpur on Friday, 28 February 2014 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

#### **ORDINARY RESOLUTION 1**

#### **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF IDEAL JACOBS (MALAYSIA) CORPORATION BHD ITS SUBSIDIARIES ("PROPOSED ESOS")**

**"THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities, and persons (if required) being obtained, the approval be and is hereby given for the Company to:-

- (a) establish, implement and administer the employees' share option scheme of up to fifteen percent (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares) ("Proposed ESOS"), for the benefit of all eligible employees and Executive Directors of the Company and all its subsidiaries ("IJACOBS Group") ("Eligible Employees"), in accordance with the provisions of the Bylaws of the Proposed ESOS as set out in **Appendix I** of the Circular to Shareholders dated 13 February 2014, under which, the ESOS options will be granted to such Eligible Employees to subscribe for new ordinary shares of RM0.10 each in IJACOBS ("IJACOBS Shares") ("ESOS Options"). All new IJACOBS Shares to be allotted and issued upon the exercise of the options will, upon such allotment and issuance, rank *pari passu* in all respects with the then total issued and paid-up share capital of the Company, save and except that the new IJACOBS Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid, the entitlement of which precedes the date of allotment of such new IJACOBS Shares and will be subjected to all provisions of the Article of Association of the Company relating to transfer, transmission and otherwise;
- (b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities by the Board of Directors ("Board") or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the Bylaws relating to the modification and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- (c) allot and issue and/or procure from deliver from time to time such a number of new IJACOBS Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS provided that the aggregate number of new IJACOBS Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of IJACOBS Shares to be implemented by the Company shall not at any point in time in aggregate exceed fifteen percent (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules of

regulations or impose such terms and conditions or delegate part of its power as may be necessary of expedient in order to give full effect to the Proposed ESOS and terms of the Bylaws.

**AND THAT** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND FURTHER THAT** the proposed draft Bylaws of the Proposed ESOS, as set out in **Appendix I** of the Circular to Shareholders, be and is hereby approved."

**ORDINARY RESOLUTION 2  
PROPOSED GRANTING OF ESOS OPTIONS TO ANDREW CONRAD JACOBS**

**"THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Andrew Conrad Jacobs, being the Executive Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:-**

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 3  
PROPOSED GRANTING OF ESOS OPTIONS TO MENG BIN**

**"THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Meng Bin, being the Chief Executive Officer/ Managing Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:-**

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 4  
PROPOSED GRANTING OF ESOS OPTIONS TO KHAIRUL AZWAN BIN HARUN**

**"THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Khairul Azwan Bin Harun, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:-**

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 5  
PROPOSED GRANTING OF ESOS OPTIONS TO CHEN SHIEN YEE**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chen Shien Yee, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT:-**

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

**BY ORDER OF THE BOARD**



**LIM SECK WAH (MAICSA 0799845)  
TANG CHI HOE (KEVIN) (MAICSA 7045754)**  
Company Secretaries

Kuala Lumpur  
**13 February 2014**

**Notes:-**

- (i) For the purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 24 February 2014. Only a depositor whose name appears on the Record of Depositors as at 24 February 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- (ii) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply to the Company. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy in a poll and the first named proxy shall be entitled to vote on a show of hands.
- (iii) Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- (v) The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
- (vi) The Form of Proxy shall be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.