



## IOI GROUP

### IOI CORPORATION BERHAD

(Company No. 9027-W)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of IOI Corporation Berhad ("**IOIC**" or the "**Company**") will be held at Putrajaya Ballroom 1 (Level 3), Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Tuesday, 27 October 2015 at 11:00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Forty-Sixth Annual General Meeting of IOIC, which will be held at the same venue and on the same day at 10:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

#### ORDINARY RESOLUTION 1

#### PROPOSED ESTABLISHMENT OF AN EXECUTIVE SHARE OPTION SCHEME ("**ESOS**") OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("**PROPOSED ESOS**" OR "**SCHEME**")

**"THAT**, subject to the approvals of all relevant regulatory authorities being obtained (if required), approval be and is hereby given to the Company to establish the Scheme of up to 10% of the issued and paid-up ordinary share capital of the Company for the benefit of eligible Directors and employees of the Company and its subsidiaries which are existing and incorporated in Malaysia and not dormant, to subscribe for new ordinary shares of RM0.10 each in IOIC ("**IOIC Shares**") at a predetermined price ("**Exercise Price**") and the Board of Directors of the Company ("**Board**") be and are hereby authorised and empowered to:-

- (i) implement and administer the Scheme in accordance with the form set out in the draft by-laws governing the Proposed ESOS ("**By-Laws**"), the draft of which is set out in Appendix I of the Circular to Shareholders dated 12 October 2015 ("**Circular**"), and to give full effect to the Scheme with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) offer and grant ESOS options ("**ESOS Options**") under the Scheme and to allot and issue from time to time such number of new IOIC Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Scheme provided that the total number of new IOIC Shares to be issued under the Scheme shall not exceed 10% of the total issued and paid-up share capital of the Company (excluding treasury shares) at any point of time throughout the duration of the Scheme and that such new IOIC Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing IOIC Shares, save and except that the holders of the new IOIC Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid, prior to the date of allotment of the new IOIC Shares and will be subject to all the provisions of Articles of Association of the Company relating to the transfer, transmission and otherwise of the IOIC Shares;
- (iii) do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new IOIC Shares which may from time to time be allotted and issued pursuant to the Scheme; and
- (iv) modify and/or amend the By-Laws of the Scheme from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings, to deliver and/or cause to be delivered all such documents and to make such rules or regulations, and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Scheme.

**THAT** the Board be and is hereby authorised to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its discretion;

**AND THAT** the By-Laws of the Scheme, as set out in Appendix I of the Circular, be and is hereby approved and adopted."

#### ORDINARY RESOLUTION 2

#### PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI DATO' LEE SHIN CHENG

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically offer and grant to **Tan Sri Dato' Lee Shin Cheng**, being the Executive Chairman and major shareholder of the Company, of up to 2,500,000 options to subscribe for new IOIC Shares in the Company under the Scheme, provided that not more than 10% of the total IOIC Shares available under the Scheme are allocated to any individual eligible Director and/or eligible employee who, singly or collectively through persons connected with the eligible Director and/or eligible employees, holds 20% or more of the issued and paid-up capital of the Company (excluding treasury shares, if any);

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS, the Board be and is hereby authorised to issue and allot from time to time such number of new IOIC Shares in the Company to Tan Sri Dato' Lee Shin Cheng pursuant to the exercise of such options, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed allocation to Tan Sri Dato' Lee Shin Cheng as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

#### ORDINARY RESOLUTION 3

#### PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' LEE YEOW CHOR

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically offer and grant to **Dato' Lee Yeow Chor**, being the Chief Executive Officer and major shareholder of the Company, of up to 2,000,000 options to subscribe for new IOIC Shares in the Company under the Scheme, provided that not more than 10% of the total IOIC Shares available under the Scheme are allocated to any individual eligible Director and/or eligible employee, who singly or collectively through persons connected with the eligible Director and/or eligible employee, holds 20% or more of the issued and paid-up capital of the Company (excluding treasury shares, if any);

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS, the Board be and is hereby authorised to issue and allot from time to time such number of new IOIC Shares in the Company to Dato' Lee Yeow Chor pursuant to the exercise of such options, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed allocation to Dato' Lee Yeow Chor as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

#### ORDINARY RESOLUTION 4

#### PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE CHENG LEANG

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically offer and grant to **Lee Cheng Leang**, being the Executive Director and a person connected to certain directors of the Company, of up to 800,000 options to subscribe for new IOIC Shares in the Company under the Scheme, provided that not more than 10% of the total IOIC Shares available under the Scheme are allocated to any individual eligible Director and/or eligible employee, who singly or collectively through persons connected with the eligible Director and/or eligible employee, holds 20% or more of the issued and paid-up capital of the Company (excluding treasury shares, if any);

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS, the Board be and is hereby authorised to issue and allot from time to time such number of new IOIC Shares in the Company to Lee Cheng Leang pursuant to the exercise of such options, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed allocation to Lee Cheng Leang as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

#### ORDINARY RESOLUTION 5

#### PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE YOKE HEAN

**"THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where applicable) being obtained, the Board be and is hereby authorised at any time, and from time to time, to specifically offer and grant to **Lee Yoke Hean**, being the Senior Manager and a person connected to certain directors of the Company, of up to 250,000 options to subscribe for new IOIC Shares in the Company under the Scheme, provided that not more than 10% of the total IOIC Shares available under the Scheme are allocated to any individual eligible Director and/or eligible employee, who singly or collectively through persons connected with the eligible Director and/or eligible employee, holds 20% or more of the issued and paid-up capital of the Company (excluding treasury shares, if any);

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws of the Proposed ESOS, the Board be and is hereby authorised to issue and allot from time to time such number of new IOIC Shares in the Company to Lee Yoke Hean pursuant to the exercise of such options, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the aforesaid proposed allocation to Lee Yoke Hean as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

By Order of the Board

**CHEE BAN TUCK (MIA 24078)**

Company Secretary

Putrajaya  
12 October 2015

#### Notes:

- 1 A member may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2 An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 3 Subject to Note 4 below, a member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a member appoints two (2) proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only one (1) of those proxies is entitled to vote on show of hands.
- 4 Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- 5 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 6 An instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 7 Only members whose names appear in the Record of Depositors as at **20 October 2015** shall be eligible to attend the meeting or appoint proxy to attend and vote on his behalf.