



(Incorporated in Malaysia under the Companies Act, 1965)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of I-Berhad (“**I-Berhad**” or the “**Company**”) will be held at i-Gallery, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor Darul Ehsan on Tuesday, 22 July 2014 at 10.30 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

### **ORDINARY RESOLUTION 1**

#### **PROPOSED SHARE SPLIT**

**"THAT**, subject to the passing of Special Resolution 1 and conditional upon the approvals of all the relevant regulatory authorities for the listing of and quotation for the subdivided shares on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to subdivide each of the existing ordinary shares of RM1.00 each in the Company, held by the registered shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date which shall be determined by the Board and announced at a later date, into two (2) ordinary shares of RM0.50 each in the Company (“**Subdivided Shares**”) credited as fully paid up (“**Proposed Share Split**”);

**THAT** the Subdivided Shares will upon allotment and issuance, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment of the Subdivided Shares;

**THAT** the Board be and is hereby authorised to fix the entitlement date for the Proposed Share Split and to deal with any fractional entitlement of the Subdivided Shares in such a manner as the Board shall in their absolute discretion deem fit and in the best interest of the Company;

**AND THAT** the Board be and is hereby further authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as they may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Share Split.”

### **ORDINARY RESOLUTION 2**

#### **PROPOSED RIGHTS ISSUE WITH WARRANTS**

**"THAT**, subject to the passing of Ordinary Resolution 4 and Special Resolution 1, and conditional upon the approvals of all the relevant regulatory authorities for the admission of the warrants to the Official List of Bursa Securities and the listing of and quotation for all the new ordinary shares to be issued in the Company and warrants to be issued and all the new ordinary shares to be issued arising from the exercise of the warrants, on the Main Market of Bursa Securities, approval be and is hereby given to the Board to:

- (i) Provisionally (or otherwise) allot and issue by way of a renounceable rights issue of such number of new ordinary shares ("**Rights Shares**") together with up to 70,000,000 free detachable warrants ("**Warrants**"), at an issue price for the Rights Shares to be determined later, such that the gross proceeds of up to RM200,000,000 are raised, based on a rights entitlement basis and warrants entitlement basis to be determined upon the indicative terms and conditions set out in the Company's circular dated 30 June 2014, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date which shall be determined by the Board and announced at a later date ("**Proposed Rights Issue with Warrants**");
- (ii) determine the rights entitlement basis and the number of Rights Shares together with the Warrants entitlement basis to the Rights Shares, pursuant to the Proposed Rights Issue with Warrants;
- (iii) determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants to be issued in connection with the Proposed Rights Issue with Warrants;
- (iv) allot and issue up to 70,000,000 ordinary shares in the Company arising from the exercise of the Warrants ("**Exercised Shares**"), from time to time during the tenure of the Warrants in accordance with the provisions of a deed poll constituting the Warrants to be executed by the Company and as supplemented from time to time ("**Warrants Deed Poll**");
- (v) allot and issue such other additional Warrants, the number of ordinary shares of the Company which the holder of each Warrant is entitled to subscribe and/or adjust from time to time the exercise price of the Warrants, as a result of any adjustment under the provisions of the Warrants Deed Poll and/or as may be required by the relevant authorities, including any adjustments to be made resulting from the Proposed Share Split and the Proposed Bonus Issue; and
- (vi) constitute the Warrants upon the terms and subject to the conditions of the Warrants Deed Poll;

**THAT** the Rights Shares and the Exercised Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the then existing ordinary shares of the Company, save and except that the Rights Shares and the Exercised Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the date of allotment;

**THAT** any Rights Shares (together with the associated Warrants entitlement) which are not taken up or validly taken up shall be made available for excess applications and the Board be and is hereby authorised to allocate the excess Rights Shares (together with the associated Warrants entitlements) on a pro-rata basis to the entitled shareholders and/or their renounee(s);

**THAT** in the event the Proposed Share Split is not approved or carried out for any reason whatsoever, the Board be and is hereby authorised to adjust the number of Rights Shares and Warrants to reflect the par value of the then existing ordinary shares of the Company;

**THAT** any fractional entitlements of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

**THAT** the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes set out in Section 2.2.8 of the Circular to the shareholders of the Company dated 30 June 2014, and the Board be and are hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit and in the best interest of the Company subject (where required) to the approval of the relevant authorities;

**THAT** the Board be and is hereby authorised to enter into and execute the Warrants Deed Poll with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the Warrants Deed Poll;

**THAT** the Board be and is hereby authorised to enter into and execute an underwriting agreement for the underwriting of the Rights Shares (if any) and with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the underwriting agreement to be executed by the Company;

**AND THAT** the Board be and is further authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities and to take all steps as they may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.”

### **ORDINARY RESOLUTION 3**

#### **PROPOSED BONUS ISSUE**

“**THAT**, subject to and conditional upon the approvals of all the relevant regulatory authorities for the listing of and quotation for the new ordinary shares in the Company to be issued, approval be and is hereby given to the Board to issue the new ordinary shares in the Company (“**Bonus Shares**”) by capitalising the share premium account of the Company and the same be applied for the allotment and issuance of the Bonus Shares, credited as fully paid up at par, to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date which shall be determined by the Board and announced at a later date, on the basis of one (1) bonus share for every five (5) ordinary shares in the Company held on the entitlement date (“**Proposed Bonus Issue**”);

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in the Company, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of the allotment of the Bonus Shares;

**THAT** fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue, if any, will be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, in order to minimise the incidence of odd lots and to be in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

#### **ORDINARY RESOLUTION 4**

##### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

“**THAT**, subject to the passing of any one or more of Ordinary Resolutions 2, 6, 7 or 8; and Special Resolution 1 and conditional upon the approvals of all the relevant regulatory authorities, approval be and is hereby given to the Board to increase the authorised share capital of the Company from RM200,000,000 comprising 200,000,000 ordinary shares of RM1.00 each to:

- (a) RM1,000,000,000 comprising 2,000,000,000 ordinary shares of RM0.50 each, in the event that the Proposed Share Split is implemented; or
- (b) RM1,000,000,000 comprising 1,000,000,000 ordinary shares of RM1.00 each in the event that the Proposed Share Split is not implemented;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

#### **ORDINARY RESOLUTION 5**

##### **PROPOSED LONG TERM INCENTIVE PLAN**

“**THAT**, subject to and conditional upon the approvals of the relevant regulatory authorities for the listing of and quotation for all the new ordinary shares in the Company to be issued, on the Main Market of Bursa Securities, approval be and is hereby given to the Board to:

- (a) establish and administer a long term incentive plan which involves the granting of new and/or existing ordinary shares of the Company of up to 10% of the issued and paid-up share capital of the Company (excluding the shares bought back or to be bought back by the Company and retained as treasury shares from time to time (“**Treasury Shares**”)) at any point in time to all eligible employees and eligible directors of the Company and its subsidiaries (“**Eligible Persons**”) who meet the criteria of eligibility as set out in the by-laws of the long term incentive plan to be prepared by the Company (“**By-Laws**”), over a period of five (5) years commencing from its effective date of implementation, and for such extension of up to five (5) years, as set out in the By-Laws, a draft of which is set out in Appendix XVII of the Circular to shareholders of the Company dated 30 June 2014 (“**Proposed LTIP**”);
- (b) establish a trust to be administered by a trustee to be appointed by the Company (“**LTIP Trustee**”) in accordance with the provisions of the trust deed to be executed by the Company (“**LTIP Trust Deed**”) to facilitate the implementation of the Proposed LTIP and that the LTIP Trustee shall, at such times as the committee established by the Board to implement and administer the Proposed LTIP shall direct, subscribe for and/or acquire such number of existing ordinary shares in the Company to accommodate any transfer of new and/or existing ordinary shares in the Company (“**LTIP Shares**”) to Eligible Persons under the Proposed LTIP in accordance with the provisions of the LTIP Trust Deed; and
- (c) modify and/or amend the By-Laws and/or LTIP Trust Deed from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments.

**THAT** the LTIP Shares shall, where they are allotted and issued, rank *pari passu* in all respects with the then existing ordinary shares of the Company, save and except that the LTIP Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date on which the LTIP Shares are credited into the Central Depository System accounts of the Eligible Persons upon vesting under the LTIP;

**THAT** the Board be and is hereby authorised to approve the By-Laws as set out in Appendix XVII of the Circular to shareholders of the Company dated 30 June 2014, which is in compliance with the Main Market Listing Requirements of Bursa Securities;

**THAT** the Board be and is hereby authorised to enter into and execute the By-Laws and the LTIP Trust Deed with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the By-Laws and the LTIP Trust Deed;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the aforesaid Proposed LTIP with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed LTIP.”

## **ORDINARY RESOLUTION 6**

### **PROPOSED KIA PENG LAND ACQUISITION**

“**THAT**, subject to the passing of Ordinary Resolution 4 and Special Resolution 1 and conditional upon the approvals of the relevant regulatory authorities for the issuance of five (5)-year 3% to 5% redeemable convertible unsecured loan stocks of RM132,000,000 at 100% of its nominal value of RM0.50 each (“**RCULS-A**”) and for the listing of and quotation for the ordinary shares in the Company arising from the full conversion of the RCULS-A on the Main Market of Bursa Securities, approval be and is hereby given to the Board:

- (a) for the acquisition by I-Marcom Sdn Bhd from Sumuracres Sdn Bhd of a piece of freehold land held under Geran 26180, Lot 242, Seksyen 63, Town and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur measuring approximately 1.05 acres and located along Jalan Changkat Kia Peng (“**Kia Peng Land**”) upon the terms and subject to the conditions of a sale and purchase agreement dated 24 October 2013 between Sumuracres Sdn Bhd (as the vendor), I-Marcom Sdn Bhd (as the purchaser) and I-Berhad (“**Kia Peng Land SPA**”), for a consideration of RM132,000,000 to be settled through the issuance of the RCULS-A by the Company (“**Proposed Kia Peng Land Acquisition**”);
- (b) to allot and issue 264,000,000 RCULS-A of RM132,000,000 nominal value; and
- (c) to allot and issue such number of new ordinary shares in the Company, credited as fully paid-up to the holders of RCULS-A arising from the conversion of RCULS-A by the holders of RCULS-A from time to time during the tenure of the RCULS-A at a conversion price of RM3.20 per new ordinary share of RM1.00 each in the Company, subject to adjustments, in accordance with the provisions of a deed poll constituting the RCULS-A to be executed by the Company and as supplemented from time to time (“**RCULS-A Deed Poll**”), including any adjustments to be made resulting from the Proposed Share Split, the Proposed Rights Issue with Warrants and the Proposed Bonus Issue;

**THAT** the new ordinary shares in the Company to be issued pursuant to the conversion of RCULS-A shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in the Company, save and except that the new ordinary shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the date of allotment of the new ordinary shares from time to time during the tenure of the RCULS-A;

**THAT** the Board be and is hereby authorised to enter into and execute the RCULS-A Deed Poll constituting the RCULS-A with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the RCULS-A Deed Poll;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Kia Peng Land Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities (including making the necessary applications to the relevant authorities for any approvals and consents as may be required) and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Kia Peng Land Acquisition.”

## **ORDINARY RESOLUTION 7**

### **PROPOSED SOHO LAND ACQUISITION**

“**THAT**, subject to the passing of Ordinary Resolution 4 and Special Resolution 1 and conditional upon the approvals of the relevant regulatory authorities for the issuance of ICULS and RCULS-B and the listing and quotation for the ordinary shares in the Company arising from the full conversion of the ICULS and the RCULS-B on the Main Market of Bursa Securities, approval be and is hereby given to the Board:

- (a) for the acquisition by I-City Properties Sdn Bhd from The Peak @ KLCC Sdn Bhd of a piece of freehold land held under Geran 311884 Lot 16964, Seksyen 7, Bandar Shah Alam, District of Petaling, State of Selangor Darul Ehsan measuring approximately 12.13 acres (“**SOHO Land**”) upon the terms and subject to the conditions of a sale and purchase agreement dated 20 December 2013 between The Peak @ KLCC Sdn Bhd (as the vendor), Sumur Heights Sdn Bhd, Sumurwang Industries Sdn Bhd, Top Capital Sdn Bhd, Sumur Marketing Sdn Bhd and Sumurwang Development Sdn Bhd (collectively, the “**Land Proprietors**”), I-City Properties Sdn Bhd (as the purchaser) and I-Berhad (as the issuer) (“**SOHO Land SPA**”), for a consideration of RM241,300,000 to be settled through the issuance of RM196,300,000, which forms part of, up to RM301,300,000 five (5)-year 2% to 3% irredeemable convertible unsecured loan stocks at 100% of its nominal value of RM0.50 each (“**ICULS**”) and the issuance of RM45,000,000, which forms part of, up to RM69,000,000 five (5)-year 3% to 5% redeemable convertible unsecured loan stocks at 100% of its nominal value of RM0.50 each (“**RCULS-B**”) by the Company (“**Proposed SOHO Land Acquisition**”);
- (b) to allot and issue 392,600,000 ICULS of RM196,300,000 nominal value and 90,000,000 RCULS-B of RM45,000,000 nominal value;

- (c) to allot and issue such number of new ordinary shares in the Company, credited as fully paid-up to the holders of the ICULS arising from the conversion of ICULS by the holders of the ICULS from time to time during the tenure of the ICULS at a conversion price of RM2.59 per new ordinary share of RM1.00 each in the Company, subject to adjustments, in accordance with the provisions of a trust deed constituting the ICULS to be executed between the Company and a duly appointed trustee and as supplemented from time to time ("**ICULS Trust Deed**"), including any adjustments to be made resulting from the Proposed Share Split, the Proposed Rights Issue with Warrants and the Proposed Bonus Issue; and
- (d) to allot and issue such number of new ordinary shares in the Company, credited as fully paid-up to the holder of RCULS-B arising from the conversion of RCULS-B by the holders of the RCULS-B from time to time during the tenure of the RCULS-B at a conversion price of RM2.71 per new ordinary share of RM1.00 each in the Company, subject to adjustments, in accordance with the provisions of a deed poll constituting the RCULS-B to be executed by the Company and as supplemented from time to time ("**RCULS-B Deed Poll**"), including any adjustments to be made resulting from the Proposed Share Split, the Proposed Rights Issue with Warrants and the Proposed Bonus Issue;

**THAT** the new ordinary shares in the Company to be issued pursuant to the conversion of the ICULS and RCULS-B shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in the Company, save and except that the new ordinary shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the date of allotment of the new ordinary shares from time to time during the tenure of the ICULS and the RCULS-B;

**THAT** the Board be and is hereby authorised to enter into and execute the ICULS Trust Deed with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the ICULS Trust Deed;

**THAT** the Board be and is hereby authorised to enter into and execute the RCULS-B Deed Poll with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the RCULS-B Deed Poll;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed SOHO Land Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities (including making the necessary applications to the relevant authorities for any approvals and consents as may be required) and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed SOHO Land Acquisition."

## **ORDINARY RESOLUTION 8**

### **PROPOSED TOWER LAND ACQUISITION**

"**THAT**, subject to the passing of Ordinary Resolution 4 and Special Resolution 1 and conditional upon the approvals of the relevant regulatory authorities for the issuance of ICULS and RCULS-B and the listing and quotation for the ordinary shares in the Company arising from the full conversion of the ICULS and the RCULS-B on the Main Market of Bursa Securities, approval be and is hereby given to the Board:

- (a) for the acquisition by City Centrepoint Sdn Bhd from The Peak @ KLCC Sdn Bhd of a piece of freehold land which currently forms part of the land held under Geran 311886, Lot 16966, Seksyen 7, Bandar Shah Alam, District of Petaling, State of Selangor Darul Ehsan measuring approximately 7.45 acres ("**Tower Land**") upon the terms and subject to the conditions of a sale and purchase agreement dated 20 December 2013 between The Peak @ KLCC Sdn Bhd (as the vendor), the Land Proprietors, City Centrepoint Sdn Bhd (as the purchaser) and I-Berhad (as the issuer) ("**Tower Land SPA**"), for a consideration of RM129,000,000 to be settled through the issuance of RM105,000,000 ICULS and RM24,000,000 RCULS-B by the Company ("**Proposed Tower Land Acquisition**");
- (b) to allot and issue 210,000,000 ICULS of RM105,000,000 nominal value and 48,000,000 RCULS-B of RM24,000,000 nominal value;
- (c) to allot and issue such number of new ordinary shares in the Company, credited as fully paid-up to the holder of the ICULS arising from the conversion of the ICULS by the holder of the ICULS from time to time during the tenure of the ICULS at a conversion price of RM2.59 per new ordinary share of RM1.00 each in the Company, subject to adjustments, in accordance with the provisions of the ICULS Trust Deed, including any adjustments to be made resulting from the Proposed Share Split, the Proposed Rights Issue with Warrants and the Proposed Bonus Issue; and
- (d) to allot and issue such number of new ordinary shares in the Company, credited as fully paid-up to the holder of the RCULS-B arising from the conversion of RCULS-B by the holder of the RCULS-B from time to time during the tenure of the RCULS-B at a conversion price of RM2.71 per new ordinary share of RM1.00 each in the Company in accordance with the provisions of the RCULS-B Deed Poll, including any adjustments to be made resulting from the Proposed Share Split, the Proposed Rights Issue with Warrants and the Proposed Bonus Issue;

**THAT** the new ordinary shares in the Company to be issued pursuant to the conversion of the ICULS and RCULS-B shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares in the Company, save and except that the new ordinary shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which precedes the date of allotment of the new ordinary shares from time to time during the tenure of the ICULS and the RCULS-B;

**THAT** the Board be and is hereby authorised to enter into and execute the ICULS Trust Deed with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the ICULS Trust Deed;

**THAT** the Board be and is hereby authorised to enter into and execute the RCULS-B Deed Poll constituting the RCULS-B with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or the Board may consider necessary and with full powers to implement and give effect to the terms and conditions of the RCULS-B Deed Poll;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Tower Land Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities (including making the necessary applications to the relevant authorities for any approvals and consents as may be required) and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Tower Land Acquisition."



## **ORDINARY RESOLUTION 9**

### **PROPOSED CPN JOINT VENTURE AND PROPOSED MALL LAND ACQUISITION**

“**THAT**, approval be and is hereby given to I-City Properties Sdn Bhd, a wholly-owned subsidiary of the Company to undertake a joint venture with CPN Real Estate Sdn Bhd and CPN Malls Malaysia Sdn Bhd for the establishment of a joint venture company, Central Plaza I-City Malls Malaysia Sdn Bhd (“**JVCo**”) and its subsidiaries, Central Plaza I-City Sdn Bhd and Central Plaza I-City Real Estate Sdn Bhd respectively, for the development and management of a regional retail mall in Malaysia to be known as ‘Central Plaza @ i-City’ on a parcel of freehold land forming part of the lands held under Geran 311885, Lot 16965 and Geran 311886, Lot 16966 (“**Mall Land**”) (“**Proposed CPN Joint Venture**”), upon the terms and subject to the conditions of a joint venture and shareholders’ agreement dated 19 July 2013 entered into between CPN Real Estate Sdn Bhd, CPN Malls Malaysia Sdn Bhd, I-City Properties Sdn Bhd, the Company together with the JVCo and its subsidiaries;

**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities, approval be and is hereby given to I-City Properties Sdn Bhd via Central Plaza I-City Real Estate Sdn Bhd, a 40%-owned associate of I-City Properties Sdn Bhd, to undertake the acquisition of the Mall Land from The Peak @ KLCC Sdn Bhd, being the beneficial owner of the Mall Land for a purchase consideration of RM72,656,395.20 to be settled entirely by cash in accordance with the terms and conditions of the sale and purchase agreement dated 19 July 2013 entered into between the Land Proprietors, The Peak @ KLCC Sdn Bhd, I-Berhad and Central Plaza I-City Real Estate Sdn Bhd (“**Proposed Mall Land Acquisition**”);

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed CPN Joint Venture and the Proposed Mall Land Acquisition including but not limited to the ancillary agreements pursuant thereto with full powers to assent to any conditions, variations, modifications and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed CPN Joint Venture and the Proposed Mall Land Acquisition.”

## **ORDINARY RESOLUTION 10**

### **PROPOSED ARRANGEMENT**

“**THAT**, subject to the passing of Ordinary Resolution 9, approval be and is hereby given to the Board to carry into effect the payment arrangement between the Company and The Peak @ KLCC Sdn Bhd (“**Proposed Arrangement**”) in relation to the treatment of the purchase consideration for the Mall Land in the amount of RM72,656,395.20 paid or to be paid to the Company pursuant to the sale and purchase agreement dated 19 July 2013 entered into between the Land Proprietors, The Peak @ KLCC Sdn Bhd, I-Berhad and Central Plaza I-City Real Estate Sdn Bhd, of which a total amount of RM52,656,395.20 is paid progressively to The Peak @ KLCC Sdn Bhd by the Company, as and when the relevant instalment of the purchase consideration is received by the Company in cash over six (6) instalments and an amount of RM20,000,000.00 retained by the Company, upon the terms and subject to the conditions of the termination and payment agreement dated 1 April 2014 between the Company and The Peak @ KLCC Sdn Bhd (“**Termination and Payment Agreement**”);

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Arrangement with full powers to assent to any conditions, variations, modifications and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Arrangement.”

## **ORDINARY RESOLUTION 11**

### **PROPOSED RATIFICATION**

**THAT**, subject to and conditional upon the approvals of the relevant regulatory authorities, the joint venture with The Peak @ KLCC Sdn Bhd, pursuant to the joint venture agreement dated 10 February 2009 entered into between I-Berhad and The Peak @ KLCC Sdn Bhd (“**JVA 2009**”) in place of the joint venture agreement dated 28 February 2006 entered into between I-Berhad and Sumurwang Sdn Bhd, in relation to the development of a piece of freehold land previously held under Geran 27449, Lot 4598 Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan (“**Master Land**”) where the parent title of the Master Land has been subsequently divided into the following plots of property:

- (a) Geran 311885, Lot 16965 measuring approximately 5.09 acres;
- (b) Geran 311884, Lot 16964 measuring approximately 12.13 acres;
- (c) Geran 311886, Lot 16966 measuring approximately 13.68 acres;
- (d) Geran 311888, Lot 16968 measuring approximately 4.28 acres;
- (e) Geran 312735, Lot 16971 measuring approximately 21.50 acres;
- (f) Geran 311887, Lot 16967 measuring approximately 2.43 acres;
- (g) the plot of common land measuring approximately 12.27 acres which has been surrendered to the state authorities; and
- (h) a land measuring approximately 0.20 acres to which a separate title will be issued following the application by the Company for the amalgamation and subdivision of Lot 16965 and Lot 16966,

of Seksyen 7, Bandar Shah Alam, Daerah Petaling, State of Selangor Darul Ehsan currently being developed by the Company in accordance with the JVA 2009 be and is hereby approved, ratified and confirmed;

**THAT** all acts, deeds and things carried out by the Company, as the Board has considered necessary under or pursuant to the terms of the JVA 2009 be and is hereby approved, ratified and confirmed;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the JVA 2009 including to carry into effect any acquisition of the Master Land or any part thereof upon the terms and subject to the conditions of the JVA 2009, with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the JVA 2009.”

## **SPECIAL RESOLUTION 1**

### **PROPOSED AMENDMENT**

“**THAT**, subject to the passing of any one or more of Ordinary Resolutions 2, 6, 7 or 8; and Ordinary Resolution 4 in respect of paragraphs (i) and (ii) below only, but not subject to any other resolution in respect of paragraph (iii) below, the existing clause 5 of the Memorandum of Association (“**MA**”) of the Company be amended, as applicable, in the following manner:

- (i) in the event that both the Proposed Increase in Authorised Share Capital and the Proposed Share Split are implemented:

<b>Existing Clause</b>	<b>Proposed Clause</b>
Clause 5 of MA  The authorised share capital of the Company is RM200,000,000 divided into 200,000,000 shares of RM1.00 each with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.	Clause 5 of MA  The authorised share capital of the Company is <b>RM1,000,000,000 divided into 2,000,000,000 shares of RM0.50 each</b> with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

- (ii) in the event that the Proposed Increase in Authorised Share Capital is implemented but the Proposed Share Split is not implemented:

<b>Existing Clause</b>	<b>Proposed Clause</b>
Clause 5 of MA  The authorised share capital of the Company is RM200,000,000 divided into 200,000,000 shares of RM1.00 each with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.	Clause 5 of MA  The authorised share capital of the Company is <b>RM1,000,000,000 divided into 1,000,000,000 shares</b> of RM1.00 each with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

- (iii) in the event that the Proposed Share Split is implemented but the Proposed Increase in Authorised Share Capital is not implemented:

Existing Clause	Proposed Clause
<p>Clause 5 of MA</p> <p>The authorised share capital of the Company is RM200,000,000 divided into 200,000,000 shares of RM1.00 each with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.</p>	<p>Clause 5 of MA</p> <p>The authorised share capital of the Company is RM200,000,000 divided into <b>400,000,000 shares of RM0.50 each</b> with power for the Company to increase, sub-divide, consolidate or reduce such capital and to divide the shares forming the capital (original increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.</p>

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as the Board may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Amendment with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities and to take all steps as the Board may consider necessary in the best interest of the Company or expedient to implement, finalise and give full effect to the Proposed Amendment.”

**By Order of the Board**

**TOO YET LAN** (MAICSA: 0817992)  
Company Secretary

Shah Alam  
30 June 2014

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 July 2014 (General Meeting Record of Depositors) shall be entitled to attend and vote at this Extraordinary General Meeting.*
- A member entitled to attend, speak and vote at the general meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- 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 authorised nominee may appoint in respect of each omnibus account it holds.*
- Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- The Form of Proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of its attorney.*
- All proxy forms duly executed should be deposited at the Company’s Registered Office at D-1-4, Jalan Multimedia 7/AJ, CityPark, i-City, 40000 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.*