



## IOI GROUP

### IOI CORPORATION BERHAD

(Company Registration No. 9027-W)  
(Incorporated in Malaysia)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of IOI Corporation Berhad ("**IOIC**" or the "**Company**") will be held at Putrajaya Ballroom I (Level 3), Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Malaysia on Monday, 4 December 2017 at 10.00 am or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

#### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF 70.0% OF IOIC'S EQUITY INTEREST HELD IN LODERS CROKLAAN GROUP B.V. (AFTER COMPLETION OF AN INTERNAL RESTRUCTURING), A WHOLLY-OWNED SUBSIDIARY OF IOIC, TO KONINKLIJKE BUNGE B.V., A WHOLLY-OWNED SUBSIDIARY OF BUNGE LIMITED, FOR A TOTAL CASH CONSIDERATION OF USD595.00 MILLION PLUS EUR297.00 MILLION, SUBJECT TO ADJUSTMENTS**

"**THAT** subject to all approvals being obtained from the relevant authorities and parties (where required), approval be and is hereby given for the Company to dispose of 70.0% of its equity interest held in Loders Croklaan Group B.V. ("**Loders**") (after completion of an internal restructuring exercise involving (i) Loders' acquisition of all of the Company's equity interest in IOI Lipid Enzymtec Sdn. Bhd. and IOI Edible Oils (HK) Limited, both of which are wholly-owned subsidiaries of the Company, and (ii) the dissolution or share transfer of IOI Loders Croklaan SC B.V. and Soyuz Loders Croklaan Corporation LLC out of Loders' group of companies ("**Internal Restructuring**") to Koninklijke Bunge B.V. ("**KBBV**"), a wholly-owned subsidiary of Bunge Limited, for a total cash consideration of USD595.00 million plus EUR297.00 million, subject to adjustments, upon the terms and conditions as set out in the Share Purchase Agreement dated 12 September 2017 between the Company and KBBV ("**SPA**") ("**Proposed Disposal**").

**THAT** the execution by the Company of the SPA and the performance of its obligations under the SPA be and is hereby approved and ratified.

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Disposal (including the Internal Restructuring) with full power to deal with all matters incidental, ancillary and/or relating thereto and to execute and deliver and/or cause to be executed and delivered all such agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do such acts, things and matters as it may deem fit, necessary, appropriate and/or expedient and in the best interests of the Company in order to implement, finalise and give full effect to the Proposed Disposal (including the Internal Restructuring) under the terms of the SPA, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in respect thereof as may be required by the relevant authorities or as the Board may deem fit, necessary, appropriate and/or expedient and in the best interest of the Company."

By Order of the Board

**TAN CHOONG KHIANG (MAICSA 7018448)**

Company Secretary

Putrajaya

9 November 2017

#### Notes:-

1. For the ordinary resolution listed above to be passed at the EGM, more than half the votes cast must be in favour of the resolution.

Voting on the resolution to be proposed at the EGM will be by way of a poll. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held.

2. A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
3. 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.
4. Subject to Note 5 below, a shareholder shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. If a shareholder 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.
5. Where a shareholder 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.
6. 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.
7. An instrument appointing a proxy must be deposited at Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Only shareholders whose names appear in the Record of Depositors and Register of Members as at **23 November 2017** shall be eligible to attend the EGM or appoint proxy to attend and vote on his behalf.
9. Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.
10. By submitting the proxy form, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the EGM (including any adjournment thereof).