

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of I-Berhad (“**I-Berhad**” or the “**Company**”) will be held at i-City Convention Centre (iCCC), centralWalk, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor, Malaysia on Tuesday, 24 September 2019 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**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 3-YEAR REDEEMABLE CUMULATIVE CONVERTIBLE PREFERENCE SHARES ON AN ENTITLEMENT BASIS AND AT AN ISSUE PRICE TO BE DETERMINED AND ANNOUNCED LATER, TO RAISE UP TO APPROXIMATELY RM150.0 MILLION (“PROPOSED RIGHTS ISSUE”)**

**“THAT** subject to the passing of the Special Resolution and the approvals of all relevant regulatory authorities being obtained (if required), the Board of Directors of I-Berhad (“**Board**”) be and is hereby authorised to:

- (i) provisionally allot and issue redeemable cumulative convertible preference shares (“**RCCPS**”), on an entitlement basis and at an issue price to be determined and announced later, to raise gross proceeds of up to approximately RM150 million; and
- (ii) utilise the proceeds to be derived from the Proposed Rights Issue in the manner as set out in Section 2.1.6 of the circular to shareholders dated 30 August 2019 (“**Circular**”) and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company.

**THAT** the RCCPS which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renouncee(s) (if applicable) and to be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company.

**THAT** approval be and is hereby given to the Board to determine the entitlement basis, issue price and conversion price of the RCCPS.

**THAT** the RCCPS shall rank equally amongst themselves, and will rank ahead in terms of priority to the holders of the Company’s ordinary shares and all other classes of shares (if any) in the Company, in respect of payment of dividend or any payment out of the assets of the Company upon liquidation, dissolution or winding-up of the Company, provided always that the Board approves such payments of the Company on this basis and further affirms the priority of payment to the holders of the RCCPS.

**THAT** the RCCPS shall rank subordinated to all the Company’s creditors (including the holders of both the Company’s redeemable/irredeemable convertible unsecured loan stocks) in respect of payment of debt and payment out of the assets of the Company upon liquidation, dissolution or winding-up of the Company.

**THAT** approval be and is hereby given to the Board to allot and issue such appropriate number of new ordinary shares in I-Berhad (“**I-Berhad Shares**”) arising from the conversion of the RCCPS by the holders of the RCCPS from time to time during the tenure of the RCCPS at the RCCPS conversion price in accordance with the provisions of the Company’s Constitution.

**THAT** the new I-Berhad Shares to be issued arising from the conversion of the RCCPS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing I-Berhad Shares, save and except that the new I-Berhad Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new I-Berhad Shares to be issued pursuant to the conversion of the RCCPS.

**THAT** approval be and is hereby given to the Board to allot and issue such appropriate number of new I-Berhad Shares arising from the conversion of I-Berhad’s RM132.0 million 2014/2022 redeemable convertible unsecured loan stocks (“**RCULS-A**”) due to the adjustment to be made to the RCULS-A conversion price as a result of the Proposed Rights Issue, if required.

**THAT** approval be and is hereby given to the Board to allot and issue such appropriate number of new I-Berhad Shares arising from the conversion of I-Berhad’s RM69.0 million 2014/2022 redeemable convertible unsecured loan stocks (“**RCULS-B**”) due to the adjustment to be made to the RCULS-B conversion price as a result of the Proposed Rights Issue, if required.

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds, and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement in the best interest of the Company, to give full effect to and to complete the Proposed Rights Issue, with full powers to assent and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Board in their absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue.”

### **SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY IN CONJUNCTION WITH THE PROPOSED RIGHTS ISSUE (“PROPOSED CONSTITUTION AMENDMENTS”)**

**“THAT**, subject to the passing of the Ordinary Resolution and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board to amend the Constitution of the Company as set out in Appendix II of the Circular.

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds, and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement in the best interest of the Company, to give full effect to and to complete the Proposed Constitution Amendments, with full powers to assent and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Board in their absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Constitution Amendments.”

By Order of the Board

**TOO YET LAN (MAICSA NO. 0817992)**  
Company Secretary

Shah Alam  
30 August 2019

#### **Notes:**

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 September 2019 (General Meeting Record of Depositors) shall be entitled to attend and vote at the EGM.*
2. *A member entitled to attend, speak and vote at the EGM is entitled to appoint any person as his proxy to attend, speak and vote in his stead.*
3. *A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**Authorised Nominee**”) 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.*
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 (“**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.*
5. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.*
6. *The Form of Proxy shall be in writing under the hand of the appointer, or by his attorney duly authorised in writing, or if such appointer is a Corporation, shall be either given under its common seal or signed on its behalf by its attorney or an officer of the Corporation so authorised.*
7. *All proxy forms duly executed must be deposited at the registered office of the Company at i-Gallery, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor, not less than forty-eight (48) hours before the time set for the EGM or any adjournment thereof.*
8. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM are to be voted by poll.*